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OFFICIAL STATEMENT

New Issue

This Official Statement has been prepared by the State of Wisconsin to provide information on the 1998 Series A Bonds. Selected information is presented on this cover page for the convenience of the user. To make an informed decision, a prospective investor should read this Official Statement in its entirety. Unless otherwise indicated, capitalized terms have the meanings given in APPENDIX C.

\$130,590,000

STATE OF WISCONSIN

TRANSPORTATION REVENUE BONDS, 1998 SERIES A

Dated: August 15, 1998

Due: July 1, as shown below

| | |
|---------------------------------------|--|
| Bond Ratings | AA Fitch IBCA, Inc. A1 Moody's Investors Service, Inc. AA- Standard & Poor's Ratings Group |
| Tax Exemption | Interest on the 1998 Series A Bonds is excluded from gross income for federal income tax purposes and is not an item of tax preference but is subject to State of Wisconsin income and franchise taxes – Pages 9-11. |
| Redemption | 1998 Series A Bonds are not subject to redemption prior to their stated date of maturity. |
| Security | The 1998 Series A Bonds have a first claim on vehicle Registration Fees, which are a substantial portion of pledged Program Income. The 1998 Series A Bonds are not general obligations of the State – Pages 6-8. |
| Priority | The 1998 Series A Bonds are first claim bonds on a parity with previously issued Bonds – Pages 6-8. |
| Purpose | Proceeds are being used to advance refund previously issued Bonds and to pay for costs of issuance – Pages 2-3. |
| Interest Payment Dates | January 1 and July 1 commencing January 1, 1999. |
| Closing/Settlement | On or about September 17, 1998 in New York, New York. |
| Denominations | \$5,000 |
| Book-Entry-Only Form | The Depository Trust Company – Pages 4-5 |
| Trustee/Registrar/Paying Agent | Bank One Trust Company, NA |
| Bond Counsel | Quarles & Brady, Milwaukee, Wisconsin |
| Issuer Contact | Wisconsin Capital Finance Office; (608) 266-2305; capfin@doa.state.wi.us |

The prices and yields below were determined through negotiated sale on August 27, 1998. The Underwriters have agreed, subject to certain conditions, to purchase the 1998 Series A Bonds at a purchase price of \$138,798,721.15.

| CUSIP | Due (July 1) | Principal Amount | Interest Rate | Yield at Issuance | Price at Issuance | First Call Date |
|------------|--------------|------------------|---------------|-------------------|-------------------|-----------------|
| 977123 KA5 | 1999 | \$ 1,370,000 | 3.500% | 3.500% | 100.000% | Not Callable |
| | 2000 | | | | | |
| | 2001 | | | | | |
| 977123 KD9 | 2002 | 5,130,000 | 5.000 | 4.000 | 103.477 | Not Callable |
| 977123 KE7 | 2003 | 35,000 | 4.000 | 4.050 | 99.779 | Not Callable |
| 977123 KF4 | 2004 | 40,000 | 4.125 | 4.150 | 99.867 | Not Callable |
| 977123 KG2 | 2005 | 9,530,000 | 5.000 | 4.220 | 104.556 | Not Callable |
| 977123 KH0 | 2006 | 10,355,000 | 5.000 | 4.320 | 104.450 | Not Callable |
| 977123 KJ6 | 2007 | 5,310,000 | 5.000 | 4.380 | 104.476 | Not Callable |
| 977123 KK3 | 2008 | 5,590,000 | 5.000 | 4.430 | 104.481 | Not Callable |
| 977123 KL1 | 2009 | 6,625,000 | 5.500 | 4.470 | 108.733 | Not Callable |
| 977123 KM9 | 2010 | 7,345,000 | 5.500 | 4.580 | 108.301 | Not Callable |
| 977123 KN7 | 2011 | 14,665,000 | 5.500 | 4.630 | 108.318 | Not Callable |
| 977123 KP2 | 2012 | 22,580,000 | 5.500 | 4.700 | 108.043 | Not Callable |
| 977123 KQ0 | 2013 | 16,915,000 | 5.500 | 4.760 | 107.785 | Not Callable |
| 977123 KR8 | 2014 | 7,915,000 | 5.500 | 4.800 | 107.679 | Not Callable |
| 977123 KS6 | 2015 | 8,360,000 | 5.500 | 4.840 | 107.518 | Not Callable |
| 977123 KT4 | 2016 | 8,825,000 | 5.500 | 4.870 | 107.431 | Not Callable |

(Accrued interest to be added)

Merrill Lynch & Co.

Artemis Capital Group, Inc.

**Robert W. Baird & Co.
Incorporated**

M R Beal & Company

Bear, Stearns & Co. Inc.

Goldman, Sachs & Co.

Lehman Brothers

PaineWebber Incorporated

Samuel A. Ramirez & Co., Inc.

Siebert Brandford Shank & Co. LLC

August 28, 1998

In connection with the offering of the 1998 Series A Bonds, the Underwriters may overallocate or effect transactions which stabilize or maintain the market price of such 1998 Series A Bonds at a level above that which might otherwise prevail in the open market. Such stabilizing, if commenced, may be discontinued at any time.

No dealer, broker, sales representative or other person has been authorized to give any information or to make any representations other than as contained in this Official Statement, and if given or made, such other information or representations must not be relied upon. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the 1998 Series A Bonds by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the State of Wisconsin or other matters contained herein since the date hereof.

TABLE OF CONTENTS

| | Page |
|--|-------------|
| STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE 1998 SERIES A BONDS..... | ii |
| SUMMARY DESCRIPTION OF THE 1998 SERIES A BONDS | iii |
| INTRODUCTION | 1 |
| PLAN OF REFUNDING..... | 2 |
| General | 2 |
| Refunding Escrow Agreement..... | 3 |
| THE 1998 SERIES A BONDS..... | 3 |
| General | 3 |
| Book-Entry Form..... | 4 |
| Optional Redemption..... | 5 |
| Transfer of Bonds | 5 |
| Sources and Applications of Funds | 6 |
| SECURITY FOR THE BONDS AND SUMMARY OF THE GENERAL RESOLUTION | 6 |
| General | 6 |
| Security..... | 6 |
| 1998 BORROWING PROGRAM | 8 |
| LEGALITY FOR INVESTMENT..... | 9 |
| PENDING LITIGATION..... | 9 |
| LEGALITY | 9 |
| TAX EXEMPTION..... | 9 |
| RATINGS..... | 11 |
| UNDERWRITING | 11 |
| CUSIP NUMBERS, REOFFERING YIELDS AND PRICES | 12 |
| FINANCIAL ADVISOR | 12 |
| VERIFICATION OF MATHEMATICAL COMPUTATIONS | 13 |
| CONTINUING DISCLOSURE..... | 13 |
| MISCELLANEOUS..... | 14 |
| APPENDIX A -INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM | A-1 to A-2 |
| APPENDIX B -INFORMATION ABOUT THE STATE | B-1 to B-13 |
| APPENDIX C -GLOSSARY..... | C-1 to C-7 |
| APPENDIX D -FORM OF LEGAL OPINION..... | D-1 to D-3 |
| APPENDIX E -OUTSTANDING BONDS REFUNDED BY 1998 SERIES A BONDS | E-1 |

STATE OFFICIALS PARTICIPATING IN THE ISSUANCE AND SALE OF THE 1998 SERIES A BONDS

BUILDING COMMISSION MEMBERS

Voting Members

| | Term of Office Expires |
|--|---------------------------------|
| Governor Tommy G. Thompson, Chairperson | January 4, 1999 |
| Senator Fred A. Risser, Vice-Chairperson | January 8, 2001 |
| Senator Carol Roessler | January 8, 2001 |
| Senator Brian D. Rude | January 8, 2001 |
| Representative Timothy Hoven | January 4, 1999 |
| Representative Clifford Otte | January 4, 1999 |
| Representative Robert Turner | January 4, 1999 |
| Mr. Bryce Styza, Citizen Member | At the pleasure of the Governor |

Nonvoting, Advisory Members

| | |
|---|---------------------------------|
| Mr. Mark D. Bugher, Secretary Department of Administration | At the pleasure of the Governor |
| Mr. Adel Tabrizi, State Chief Engineer Department of Administration | — |
| Mr. Wilbert King, State Chief Architect Department of Administration | — |

Building Commission Secretary

| | |
|--|--|
| Mr. Robert Brandherm (also serves as Administrator, Division of Facilities Development of the Department of Administration) | At the pleasure of the Building Commission and Secretary of Administration |
|--|--|

OTHER PARTICIPANTS

| | |
|--|---------------------------------|
| Mr. Jack C. Voight State Treasurer | January 4, 1999 |
| Mr. James E. Doyle State Attorney General | January 4, 1999 |
| Mr. Charles H. Thompson, Secretary Department of Transportation | At the pleasure of the Governor |

DEBT MANAGEMENT AND DISCLOSURE

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As of the date of this Official Statement, additional information about the State of Wisconsin can be found on the world wide web at:

badger.state.wi.us

SUMMARY DESCRIPTION OF THE 1998 SERIES A BONDS

Information set forth on this page is qualified by the entire Official Statement. To make an informed decision, a prospective investor should read this Official Statement in its entirety.

| | |
|-------------------------|---|
| Description: | State of Wisconsin Transportation Revenue Bonds, 1998 Series A. |
| Principal Amount: | \$130,590,000 |
| Denominations: | \$5,000 or integral multiples. |
| Date of Issue: | August 15, 1998. |
| Record Date: | December 15 or June 15. |
| Interest Payment: | January 1 and July 1, commencing January 1, 1999. |
| Maturities: | July 1, 1999, 2002–2016— <i>See front cover.</i> |
| Redemption: | 1998 Series A Bonds are not subject to redemption prior to their stated date of maturities— <i>See page 5.</i> |
| Form: | Book-entry— <i>See pages 4-5.</i> |
| Paying Agent: | All payments of principal and interest on the 1998 Series A Bonds will be made by Bank One Trust Company, NA. All payments will be made to The Depository Trust Company, which will distribute payments to Beneficial Owners as described herein. |
| Security: | 1998 Series A Bonds are revenue obligations payable solely from vehicle Registration Fees and any other pledged Program Income. A Reserve Fund also exists and is funded in an amount at least equal to the maximum annual interest due on the then Outstanding Bonds— <i>See pages 6-8.</i> |
| Authority for Issuance: | 1998 Series A Bonds are issued under Chapter 18 and Section 84.59 of the Wisconsin Statutes. |
| Purpose: | Pay costs of refunding currently outstanding Bonds previously issued to pay costs of certain transportation facilities and major highway projects and costs of issuance. |
| Prior Bonds and Notes: | As of August 15, 1998, there were \$690,105,000 outstanding Prior Bonds on parity with the 1998 Series A Bonds and \$156,171,000 outstanding Notes subordinate to 1998 Series A Bonds. |
| Additional Bonds: | The State may issue additional transportation revenue obligations. Additional Bonds may be issued on parity with the Outstanding Bonds and the 1998 Series A Bonds upon meeting certain conditions— <i>See Pages 7-8.</i> |
| Legality of Investment: | The 1998 Series A Bonds are legal investments for all banks, trust companies, savings banks and institutions, savings and loan associations, credit unions, investment companies and other persons or entities carrying on a banking or insurance business in Wisconsin; for all executors, administrators, guardians, trustees and other fiduciaries in Wisconsin; and for the State, the investment board and all public officers, municipal corporations, political subdivisions and public bodies in Wisconsin. |
| Tax Exemption: | Not included in gross income and not an item of tax preference for federal income tax purposes. Subject to State of Wisconsin income and franchise taxes— <i>See pages 10-12.</i> |
| Legal Opinion: | Legal opinion to be provided by Quarles & Brady, Milwaukee, Wisconsin— <i>See page D-1.</i> |

OFFICIAL STATEMENT
\$130,590,000
STATE OF WISCONSIN
TRANSPORTATION REVENUE BONDS, 1998 SERIES A
INTRODUCTION

This Official Statement provides certain information in connection with the issuance by the State of Wisconsin (the “State”) of its Transportation Revenue Bonds, 1998 Series A (the “1998 Series A Bonds”) in the aggregate principal amount of \$130,590,000. The 1998 Series A Bonds are issued pursuant to Subchapter II of Chapter 18 of the Wisconsin Statutes, as amended (the “Revenue Obligations Act”), Section 84.59 of the Wisconsin Statutes (the “Act”), and pursuant to a General Resolution (the “General Resolution”) adopted by the State of Wisconsin Building Commission (the “Commission”) on June 26, 1986, as amended on March 19, 1998, and a Series Resolution adopted by the Commission on January 22, 1998, as amended on March 19, 1998 (sometimes hereinafter collectively referred to as the “Resolution”).

The Commission has supervision over all matters relating to the contracting of State public debt and the issuance of various types of State obligations, including State revenue obligations. The Wisconsin Department of Transportation (the “Department” or “WisDOT”) is the agency of State government that is involved with all forms of transportation in the State, including the construction and reconstruction of State highways and related transportation facilities and the registration of all motor vehicles.

Information concerning the Department, the Program, the General Resolution, and obligations issued pursuant to and secured by provisions of the General Resolution is included as [APPENDIX A](#) to this Official Statement, which includes by reference [Part V of the State of Wisconsin Continuing Disclosure Annual Report dated December 26, 1997](#) (the “Annual Report”). Information concerning the State is included as [APPENDIX B](#) to this Official Statement, which includes by reference [Part II of the Annual Report](#). The Annual Report has been filed with each nationally recognized municipal securities repository (“NRMSIR”).

The State has previously issued Transportation Revenue Bonds as follows:

| <u>Bond Issue</u> | <u>Dated Date</u> |
|---|--------------------------|
| Transportation Revenue Bonds, 1986 Series A (the “1986 Bonds”) | 06/15/1986 |
| Transportation Revenue Bonds, 1988 Series A (the “1988 Bonds”) | 04/15/1988 |
| Transportation Revenue Bonds, 1989 Series A (the “1989 Bonds”) | 04/15/1989 |
| Transportation Revenue Bonds, 1991 Series A (the “1991 Bonds”) | 10/01/1991 |
| Transportation Revenue Bonds, 1992 Series A (the “1992 Series A Bonds”) | 07/01/1992 |
| Transportation Revenue Bonds, 1992 Series B (the “1992 Series B Bonds”) | 07/01/1992 |
| Transportation Revenue Bonds, 1993 Series A (the “1993 Bonds”) | 09/01/1993 |
| Transportation Revenue Bonds, 1994 Series A (the “1994 Bonds”) | 07/01/1994 |
| Transportation Revenue Bonds, 1995 Series A (the “1995 Bonds”) | 09/01/1995 |
| Transportation Revenue Bonds, 1996 Series A (the “1996 Bonds”) | 05/15/1996 |

The 1989 Bonds, 1991 Bonds, 1992 Series A Bonds, 1992 Series B Bonds, 1993 Bonds, 1994 Bonds, 1995 Bonds, 1996 Bonds (collectively, the “Prior Bonds”) and the 1998 Series A Bonds

together with any additional Bonds issued by the State pursuant to the General Resolution are referred to collectively as the “Bonds”. The 1998 Series A Bonds are issued on a parity with the Prior Bonds. On July 1, 1997, the 1986 Bonds and 1988 Bonds were redeemed in full and are not Outstanding Bonds within the meaning of the General Resolution.

The State has previously issued its \$188,600,000 Transportation Revenue Commercial Paper Notes of 1997, Series A (the “Notes”). The Notes are issued pursuant to the General Resolution and are subordinate to the pledge granted to the Bonds. On April 16, 1998, the Commission adopted an additional Series Resolution that authorizes the issuance of additional Bonds to pay for the refunding of the Notes. This additional Series Resolution is required pursuant to the terms of a credit agreement by which a syndicate of banks is providing a letter of credit for additional security on the Notes. These additional Bonds, when and if issued, will be issued on a parity with the Prior Bonds, the 1998 Series A Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution.

The 1998 Series A Bonds are the eleventh Series of Bonds to be issued under the General Resolution. The Legislature has authorized the issuance of \$1.348 billion of revenue bonds, excluding revenue bonds issued to refund outstanding revenue bonds. To date, \$1.070 billion of such bonds have been issued. The Department expects to request that the Legislature enact supplemental bond authority.

The Bonds are revenue obligations of the State payable solely from amounts in the Redemption Fund and other funds and accounts created by the General Resolution. The Bonds are secured by a first lien pledge of the Program Income, as defined in **APPENDIX C**, which includes certain vehicle registration fees authorized under Section 341.25 of the Wisconsin Statutes (the “Registration Fees”) or any other moneys that the State is authorized to pledge. Program Income is to be used (i) to pay interest on all Outstanding Bonds, (ii) to pay the principal or Redemption Price of all Outstanding Bonds, (iii) to maintain the Debt Service Reserve Requirement in the Reserve Fund, (iv) to pay direct administrative expenses (the “Program Expenses”) of the State’s program of financing Projects (the “Program”) and (v) to pay principal and interest on the Notes. Program Income in excess of the amount needed for such purposes is to be transferred to the Transportation Fund held by the Department free of the lien of the pledge of the General Resolution and will be used by the Department for any of its authorized purposes. See **“SECURITY FOR THE BONDS AND SUMMARY OF THE GENERAL RESOLUTION”**.

This Official Statement describes the terms of and security for the 1998 Series A Bonds. All references herein to the Resolution, the Revenue Obligations Act and the Act are qualified in their entirety by reference to such documents, copies of which are available from the Commission. All references to the 1998 Series A Bonds are qualified in their entirety by reference to the definitive forms thereof and the information with respect thereto contained in the Resolution. All capitalized terms used in this Official Statement and not otherwise defined herein shall have the same meanings as in the Resolution and as in **APPENDIX C**.

PLAN OF REFUNDING

General

The Act provides that bonds are authorized to be issued by the Commission for the purpose of providing funds to refund outstanding Bonds, including amounts required for principal, interest to the redemption date and call premium, to finance the costs of certain transportation facilities and major highway projects, to pay costs of issuance and to make a deposit in the Reserve Fund. The 1998 Series A Bonds are being issued in accordance with the Act: (i) to enable the State to effect

the refunding of certain maturities of the Prior Bonds in whole or in part, such refunded amounts and maturities being currently outstanding in the aggregate principal amount of \$130,685,000, as more fully described in **APPENDIX E** (the “Refunded Bonds”), and (ii) to pay costs of issuance.

In order to provide for the refunding of the Refunded Bonds, a portion of the proceeds derived from the sale of the 1998 Series A Bonds will be used to purchase direct general obligations of the United States (the “Government Obligations”), the principal of which, together with the interest to be earned thereon and a beginning cash deposit, will be sufficient (i) to pay when due the interest on the Refunded Bonds to and including their respective redemption dates, and (ii) to redeem or pay the Refunded Bonds on their respective redemption dates at their respective redemption prices, all as more fully described in **APPENDIX E**.

Refunding Escrow Agreement

The Government Obligations, the beginning cash balance and the earnings thereon will be held in an escrow fund (the “Escrow Fund”) created pursuant to a Refunding Escrow Agreement (the “Escrow Agreement”), dated as of September 17, 1998, between the State and Bankers Trust Company (the “Escrow Trustee”) solely for the benefit of the owners of the Refunded Bonds.

Pursuant to the Escrow Agreement, the Escrow Fund will be held by the Escrow Trustee in trust for the payment of principal of, redemption premium, if any, and interest on the Refunded Bonds. The Escrow Fund shall be held by the Escrow Trustee separate and apart from all other funds or accounts held by the Escrow Trustee. The Escrow Trustee will have no lien whatsoever upon any moneys in the Escrow Fund for any of its fees and costs incurred in carrying out the provisions of the Escrow Agreement, which fees and costs will be paid to the Escrow Trustee by the State from proceeds of the 1998 Series A Bonds. The accuracy of the mathematical computations of the adequacy of the amounts deposited into the Escrow Fund to pay when due the principal of, redemption premium, if any, and interest on the Refunded Bonds will be verified by Grant Thornton LLP, independent certified public accountants.

In the opinion of Bond Counsel, upon the deposit described above into the Escrow Fund, the Refunded Bonds will be deemed to be paid for the purposes of the General Resolution and will no longer be considered Outstanding under the General Resolution.

THE 1998 SERIES A BONDS

General

The 1998 Series A Bonds will be dated August 15, 1998 and will bear interest payable commencing on January 1, 1999 and semiannually thereafter on July 1 and January 1 of each year at the rates, and will mature on the dates and in the amounts set forth on the front cover of this Official Statement.

The 1998 Series A Bonds are issuable only in fully registered form in denominations of \$5,000 or integral multiples thereof for any maturity. Principal of and interest on the 1998 Series A Bonds will be payable to the person or entity who is, as of the fifteenth day of the month preceding each Interest Payment Date, the registered owner of record which initially will be The Depository Trust Company, New York, New York (“DTC”) or its nominee.

Bank One Trust Company, NA is the trustee for the Bonds (the “Trustee”). In addition, the Trustee serves as registrar (the “Registrar”) and paying agent (the “Paying Agent”) for the 1998 Series A Bonds.

Book-Entry Form

DTC will act as securities depository for the 1998 Series A Bonds. The 1998 Series A Bonds will be issued as fully registered securities, registered in the name of Cede & Co. (DTC's partnership nominee). One fully registered bond will be issued for each maturity of the 1998 Series A Bonds set forth on the **front cover**, each in the principal amount of such maturity, and deposited with DTC.

DTC is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934, as amended. DTC holds securities that its participants ("Participants") deposit with DTC. DTC also facilitates the settlement among Participants of securities transactions, such as transfers and pledges, in deposited securities through electronic computerized book-entry changes in Participants' accounts, thereby eliminating the need for physical movement of securities certificates. Direct Participants include securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is owned by a number of its Direct Participants and by the New York Stock Exchange, Inc., the American Stock Exchange, Inc., and the National Association of Securities Dealers, Inc. Access to the DTC system is also available to others such as securities brokers and dealers, banks, and trust companies that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). The Rules applicable to DTC and its Participants are on file with the Securities and Exchange Commission.

Purchases of the 1998 Series A Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the 1998 Series A Bonds on DTC's records. The ownership interest of each actual purchaser of each 1998 Series A Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase, but Beneficial Owners are expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the 1998 Series A Bonds are to be accomplished by entries made on the books of Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the 1998 Series A Bonds, except in the event that use of the book-entry system for the 1998 Series A Bonds is discontinued.

To facilitate subsequent transfers, all 1998 Series A Bonds deposited by Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co. The deposit of the 1998 Series A Bonds with DTC and their registration in the name of Cede & Co. effect no change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the 1998 Series A Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such 1998 Series A Bonds are credited, which may or may not be the Beneficial Owners. The Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices, if any, shall be sent to Cede & Co. If less than all of the 1998 Series A Bonds are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant to be redeemed.

Neither DTC nor Cede & Co. will consent or vote with respect to the 1998 Series A Bonds. Under its usual procedures, DTC mails an Omnibus Proxy to the State as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the 1998 Series A Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal and interest payments on the 1998 Series A Bonds will be made to DTC by the Trustee. DTC's practice is to credit Direct Participants' accounts on the payable date in accordance with their respective holdings shown on DTC's records unless DTC has reason to believe that it will not receive payment on the payable date. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of the State, the Trustee or DTC, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of principal and interest to DTC is the responsibility of the Trustee, disbursement of such payments to Direct Participants shall be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners shall be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the 1998 Series A Bonds at any time by giving reasonable notice to the State. Under such circumstances, in the event that a successor securities depository is not obtained, bond certificates are required to be printed and delivered.

The State may decide to discontinue use of the system of book-entry transfers through DTC (or a successor securities depository). In that event, bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry system has been obtained from DTC; the State takes no responsibility for its accuracy.

No assurance can be given by the State or the Trustee that DTC, Direct Participants and Indirect Participants will promptly transfer payments or notices received with respect to the 1998 Series A Bonds. The State and the Trustee assume no liability for the failure of DTC, Direct Participants or Indirect Participants to transfer to the Beneficial Owner payments or notices received with respect to the Bonds.

Similarly, no assurance can be given by the State or the Trustee that DTC will abide by its procedures or that such procedures will not be changed from time to time. In the event that a successor securities depository is designated, it may establish different procedures.

Optional Redemption

The 1998 Series A Bonds are not subject to redemption prior to their stated date of maturity.

Transfer of Bonds

Any 1998 Series A Bond may be transferred by the person in whose name it is registered, in person or by his duly authorized legal representative, upon surrender of the 1998 Series A Bond to the Registrar for cancellation, together with a duly executed written instrument of transfer in a form approved by the Registrar. Whenever any Bond is surrendered for transfer, the Registrar shall deliver 1998 Series A Bonds, in like series, aggregate principal amount, interest rate, maturity and with the same letter designation, if any. The Registrar may require the Bondholder

requesting the transfer to pay any tax or other governmental charge required to be paid with respect to the transfer and may charge a sum sufficient to pay the cost of preparing such 1998 Series A Bond. The Registrar shall not be obliged to make any transfer or exchange of 1998 Series A Bonds (i) after the fifteenth day of the month preceding an Interest Payment Date on the 1998 Series A Bond, (ii) fifteen calendar days preceding the date of the mailing of a notice of redemption of 1998 Series A Bonds selected for redemption or (iii) after such 1998 Series A Bond has been called for redemption.

Sources and Applications of Funds

It is expected that the proceeds of the 1998 Series A Bonds, other than accrued interest, together with certain other available moneys, shall be applied as follows:

Sources

| | |
|---|----------------------|
| Principal Amount of the 1998 Series A Bonds | \$130,590,000 |
| Net Original Issue Premium..... | <u>8,994,517</u> |
| Total Sources | <u>\$139,584,517</u> |

Applications

| | |
|----------------------------------|----------------------|
| Deposit to the Escrow Fund | \$138,621,747 |
| Underwriters Discount..... | 785,796 |
| Costs of Issuance..... | <u>176,974</u> |
| Total Applications | <u>\$139,584,517</u> |

SECURITY FOR THE BONDS AND SUMMARY OF THE GENERAL RESOLUTION

General

Information concerning the Program, security for the Bonds, including sources of payment, Registration Fees, Registration Fee collection procedures, Reserve Fund, Additional Bonds, the Transportation Projects Commission, the Department, and a summary of the General Resolution is included as [APPENDIX A](#), which includes by reference [Part V of the Annual Report](#).

Security

The 1998 Series A Bonds, the Prior Bonds, and any other revenue bond or obligation to be issued in the future on parity with the Bonds, are revenue obligations of the State payable solely from the Redemption Fund created by the General Resolution. The Bonds are secured by a first lien pledge of Program Income, the Funds created by the General Resolution and any other Program Income pledged to the payment of interest, principal, and Redemption Price on the Bonds. The 1998 Series A Bonds and all Bonds previously authorized under the General Resolution are issued on parity with each other.

The Notes, and any other obligation to be issued on parity with the Notes, are also revenue obligations of the State payable from Program Income deposited into the Subordinated Debt Service Fund created pursuant to the General Resolution. The pledge of such Program Income to payment of the Notes is subordinate to the pledge of Program Income to payment of Bonds presently outstanding or hereafter incurred.

Program Income is defined by the General Resolution to be moneys derived from vehicle Registration Fees authorized under Section 341.25 of the Wisconsin Statutes, or any other money the State is authorized to pledge. All moneys derived under Section 341.25 of the Statutes or any other moneys that the State is authorized to pledge shall be collected by the Trustee, or the Department as agent of the Trustee, and deposited outside the State Treasury in an account with

the Trustee defined as the Redemption Fund. Program Income is defined to include all the interest earned or gain realized from the investment of the Redemption Fund.

In accordance with and pursuant to the Revenue Obligations Act, the Act and the General Resolution, Program Income received or to be received by the Trustee in the Redemption Fund is deemed to be revenue of the Trustee and is pledged (i) to pay interest on all Outstanding Bonds, (ii) to pay the principal or Redemption Price of all Outstanding Bonds as the same become due, (iii) to maintain the Debt Service Reserve Requirement in the Reserve Fund, (iv) to pay Program Expenses, and (v) to pay principal and interest on the Notes. The pledge is effective upon the issuance of any Bonds or Notes and remains effective until all Bonds and Notes issued under the General Resolution are fully paid in accordance with their terms. All Program Income which is in excess of the amounts necessary to meet the requirements of (i) through (v) above is transferred to the State for deposit in the Transportation Fund and becomes free of the lien of the pledge. The Department uses moneys in the Transportation Fund for any authorized purpose.

The 1998 Series A Bonds shall be revenue obligations of the State payable solely out of the Redemption Fund and each 1998 Series A Bond shall contain on its face a statement to that effect. The State is not generally liable on the 1998 Series A Bonds, and the 1998 Series A Bonds shall not be a debt of the State for any purpose whatsoever. The 1998 Series A Bonds and all Prior Bonds previously authorized under the General Resolution are issued on parity with each other.

The State pledges and agrees with the Bondholders and holders of the Notes that the State will not limit or alter its powers to fulfill the terms of any agreements (made in the General Resolution, in the Bonds or in the Notes) with the Bondholders and holders of the Notes, or in any way impair the rights and remedies of the Bondholders and holders of the Notes until the Bonds and the Notes, together with interest, including interest on any unpaid installments of interest thereon, Redemption Price and all costs and expenses in connection with any action or proceeding by or on behalf of the Bondholders and holders of the Notes, are fully met and discharged.

Reserve Fund

The General Resolution creates a Reserve Fund and provides that it shall be used to make up any deficiency in the Redemption Fund for the payment of principal of and interest on all of the then Outstanding Bonds. Each Series Resolution must set forth the Debt Service Reserve Requirement, if any, for that Series. The Debt Service Reserve Requirements for all of the Outstanding Bonds are combined to determine the aggregate Debt Service Reserve Requirement. Currently, the Reserve Fund has been funded in an amount at least equal to the maximum annual interest due on the then Outstanding Bonds. The General Resolution provides that in lieu of a deposit to the Reserve Fund of an amount equal to the Debt Service Reserve Requirement, the State may provide for a letter of credit, municipal bond insurance policy, surety bond or other type of agreement or arrangement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the Bonds. On May 27, 1993 in conjunction with the issuance of the 1993 Series A Transportation Revenue Bonds, the State began funding the Debt Service Reserve Requirement with an irrevocable surety bond issued by Ambac Assurance Corporation.

Additional Bonds

The General Resolution authorizes the issuance of additional Bonds for the purpose of paying the costs of Projects and to refund Outstanding Bonds. Additional Bonds may be issued only if Program Income for any 12 consecutive calendar months of the preceding 18 calendar months

was at least equal to 1.75 times the maximum aggregate Principal and Interest Requirement in any Bond Year for all Outstanding Bonds. The General Resolution defines Outstanding Bonds, as of any particular date, as all Bonds theretofore and thereupon being delivered except (i) any Bond canceled by the Trustee, or proven to the satisfaction of the Trustee to have been canceled by the Registrar, (ii) any Bond deemed to have been defeased pursuant to the General Resolution and (iii) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

1998 BORROWING PROGRAM

The State has authorized the issuance of transportation revenue refunding bonds in an amount not to exceed \$300 million. The sale of the 1998 Series A Bonds is pursuant to this authorization. The amount and timing of subsequent negotiated sales of transportation revenue refunding bonds depend on market conditions. The sale of the 1998 Series A Bonds is the first issuance of transportation revenue bonds in calendar year 1998. The State expects to authorize and sell via competitive sale approximately \$110 million of transportation revenue bonds in the third or fourth quarter of this calendar year for new money purposes. The State has also authorized the issuance of additional Bonds in an amount not to exceed \$188 million for the refunding of outstanding Notes. This authorization is required pursuant to a credit agreement with banks providing a letter of credit for security on the Notes. These additional Bonds, when and if issued, will be issued on a parity with the Prior Bonds, the 1998 Series A Bonds and any additional parity Bonds issued by the State pursuant to the General Resolution.

The State in this calendar year has publicly sold three general obligation bond issues in the aggregate amount of \$221 million. The State has sold \$5 million of general obligation subsidy bonds to the Clean Water Fund Loan program. In addition, the State has authorized the following:

- General obligation refunding bonds in an amount not to exceed \$304 million. The State has entered into an agreement for the sale of \$159 million of general obligation refunding bonds; delivery of these general obligation refunding bonds is expected on September 17, 1998. The amount and timing of subsequent negotiated sales of general obligation refunding bonds depend on market conditions.
- General obligation bonds in an amount not to exceed \$75 million. The competitive sale of these general obligation bonds is scheduled for September 15, 1998.
- General obligation commercial paper notes in an amount not to exceed \$120 million. The amount and timing of the placement of these general obligation commercial paper notes depends on the cash needs of the State.
- General obligation bonds in an amount not to exceed \$90 million in the fourth quarter for the veterans housing and home improvement loan programs.

The State also expects one or more private sales of general obligation subsidy bonds for the Clean Water Fund Loan program.

The State has sold one clean water revenue bond issue in the amount of \$90 million. The State has authorized the issuance of clean water revenue refunding bonds in an amount not to exceed \$140 million. The amount and timing of the negotiated sale of the clean water revenue refunding bond issue will depend on market conditions.

The State anticipates a competitive sale of master lease certificates of participation in the amount of approximately \$20 million will occur in the fourth quarter of this calendar year.

The State has sold operating notes in the amount of \$350 million.

LEGALITY FOR INVESTMENT

Section 18.62 of the Statutes provides that the Bonds are legal investments for all banks and bankers, insurance companies, insurance associations, savings and loan associations, credit unions, trust companies, savings banks and institutions, investment companies and other persons or entities carrying on a banking or insurance business in Wisconsin; for all executors, administrators, guardians, trustees and other fiduciaries in Wisconsin; for the State, the investment board and all public officers, municipal corporations, political subdivisions and public bodies in Wisconsin.

PENDING LITIGATION

The State, its officers and employees, are defendants in numerous lawsuits. It is the opinion of the State Attorney General that the pending litigation will not be finally determined so as to result individually or in the aggregate in a final judgement against the State which would materially affect the payment of interest, principal of or Redemption Price on the 1998 Series A Bonds. There is no litigation of any nature now pending or, to the knowledge of the State, threatened, restraining or enjoining the issuance, sale, execution or delivery of the 1998 Series A Bonds, or in any way contesting or affecting the validity of the 1998 Series A Bonds or any proceedings of the State taken with respect to the issuance or sale thereof, or the pledge or application of any moneys or security provided for the payment of the 1998 Series A Bonds, the existence of the Department or its power to charge and collect Registration Fees and pledge them for the payment of the 1998 Series A Bonds.

LEGALITY

All legal matters incident to the authorization, issuance and delivery of the 1998 Series A Bonds are subject to the opinion of Quarles & Brady, Milwaukee, Wisconsin, Bond Counsel.

As required by law, the Attorney General of the State of Wisconsin will examine a certified copy of all proceedings preliminary to issuance of the 1998 Series A Bonds to determine the regularity and validity of such proceedings. In the event certificated 1998 Series A Bonds are issued, the certificate of the Attorney General will be printed on the reverse side of each 1998 Series A Bond.

TAX EXEMPTION

Quarles & Brady, Milwaukee, Wisconsin, Bond Counsel, will deliver a legal opinion with respect to the federal income tax exemption applicable to the interest on the 1998 Series A Bonds under existing law substantially in the form set forth in **APPENDIX D**.

The State has covenanted to comply with all such requirements referenced in the legal opinion to the extent it may lawfully do so. However, the proceedings authorizing the 1998 Series A Bonds do not provide for an increase in interest rates in the event of taxability or in the event of the inclusion of interest as an item of tax preference in computing the alternative minimum tax.

Bond Counsel expresses no opinion regarding other federal tax consequences arising with respect to the 1998 Series A Bonds.

In the opinion of Bond Counsel, the 1998 Series A Bonds are not “private activity bonds” under Section 141(a) of the Code.

The initial public offering prices of certain of the 1998 Series A Bonds (the “Discounted Bonds”) are less than the principal amount payable at maturity. As a result, the Discounted Bonds will be considered to be issued with original issue discount. The original issue discount is the excess of the stated redemption price at maturity of a Discounted Bond over the initial offering price to the public, excluding underwriters or other intermediaries, at which price a substantial amount of such Discounted Bonds were sold (the “issue price”). With respect to a taxpayer who purchases a Discounted Bond in the initial public offering at the issue price and who holds such Discounted Bond to maturity, the full amount of original issue discount will constitute interest which is not includible in the gross income of the owner of such Discounted Bond for federal income tax purposes and such owner will not, under present federal income tax law, realize taxable capital gain upon payment of such Discounted Bond upon maturity.

Under Section 1288 of the Code, original issue discount on tax-exempt bonds accrues on a compound interest basis. The amount of original issue discount that accrues to an owner of a Discounted Bond during any accrual period generally equals (i) the issue price of such Discounted Bonds plus the amount of original issue discount accrued in all prior accrual periods multiplied by (ii) the yield to maturity of such Discounted Bond (determined on the basis of compounding at the close of each accrual period, and properly adjusted for the length of each accrual period), less (iii) any interest payable on such Discounted Bond during such accrual period.

The amount of original issue discount so accrued in a particular accrual period will be considered to be received ratably on each day of the accrual period, and will increase the owner’s tax basis in such Discounted Bond. The adjusted basis in a Discounted Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Discounted Bond.

As described above regarding tax-exempt interest, a portion of the original issue discount that accrues in each year to an owner of a Discounted Bond may result in certain collateral federal income tax consequences. In the case of a corporation, such portion of the original issue discount will be included in the calculation of the corporation’s alternative minimum tax liability and the environmental tax liability. Corporate owners of any Discounted Bonds should be aware that the accrual of original issue discount in each year may result in an alternative minimum tax liability or an environmental tax liability although the owners of such Discounted Bonds will not receive a corresponding cash payment until a later year.

Owners who purchase Discounted Bonds in the initial public offering but at a price different than the initial offering price at which a substantial amount of that maturity of the Discounted Bonds was sold to the public should consult their own tax advisors with respect to the tax consequences of the ownership of the Discounted Bonds.

The Code contains certain provisions relating to the accrual of original issue discount in the case of subsequent purchasers of obligations such as the Discounted Bonds. Owners who do not purchase Discounted Bonds in the initial public offering should consult their own tax advisors with respect to the tax consequences of the ownership of the Discounted Bonds.

Owners of Discounted Bonds should consult their own tax advisors with respect to the state and local tax consequences of owning the Discounted Bonds. It is possible that under the applicable provisions governing the determination of state or local income taxes, accrued interest on the Discounted Bonds may be deemed to be received in the year of accrual even though there will not be a corresponding cash payment until a later year.

The initial offering prices of certain of the 1998 Series A Bonds (the “Premium Bonds”) are more than the principal amount payable at maturity. As a result, the Premium Bonds will be considered to be issued with original issue premium on such 1998 Series A Bonds.

Any Premium Bond purchased in the initial offering at the issue price will have “amortizable bond premium” within the meaning of Section 171 of the Code. An owner of a Premium Bond that has amortizable bond premium is not allowed any deduction for the amortizable bond premium. During each taxable year, such an owner must reduce his or her tax basis in such Premium Bond by the amount of the amortizable bond premium that is allocable to the portion of such taxable year during which the holder held such Premium Bond. The adjusted tax basis in a Premium Bond will be used to determine taxable gain or loss upon a disposition (for example, upon a sale, exchange, redemption, or payment at maturity) of such Premium Bond.

Owners of Premium Bonds who did not purchase such Premium Bonds in the initial offering at the issue price should consult their own tax advisors with respect to the tax consequences of owning such Premium Bonds.

Owners of Premium Bonds should consult their own tax advisors with respect to the state and local tax consequences of the Premium Bonds.

Prospective purchasers of the 1998 Series A Bonds should be aware that ownership of the 1998 Series A Bonds may result in collateral federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, individual recipients of Social Security or Railroad Retirement benefits, certain S corporations with “excess net passive income”, foreign corporations subject to branch profits tax and taxpayers who may be deemed to have incurred or continued indebtedness to purchase or carry the 1998 Series A Bonds. Bond Counsel will not express any opinion as to such collateral tax consequences. Prospective purchasers of the 1998 Series A Bonds should consult their tax advisors as to collateral federal income tax consequences.

From time to time, legislation is proposed which, if enacted, could alter one or more of the federal tax matters referred to above or would adversely affect the market value of the 1998 Series A Bonds. It cannot be predicted whether or in what form any of such proposals may be enacted and whether, if enacted, such proposals will apply to obligations (such as the 1998 Series A Bonds) issued prior to enactment.

The interest on the 1998 Series A Bonds is not exempt from present Wisconsin income or franchise taxes.

RATINGS

The 1998 Series A Bonds have been rated AA by Fitch IBCA, Inc., A1 by Moody’s Investors Service, Inc. and AA- by Standard and Poor’s Ratings Group. Any explanation of the significance of the rating may only be obtained from the rating service furnishing it. There is no assurance that a rating given to these 1998 Series A Bonds will be maintained for any period of time or that the rating may not be lowered or withdrawn entirely by the rating service if in its judgement circumstances so warrant. Any such downgrade or withdrawal of such rating may have an adverse effect on the market price of the 1998 Series A Bonds.

UNDERWRITING

The 1998 Series A Bonds are being purchased by the Underwriters, for which Merrill Lynch & Co. is acting as representative. The Underwriters have agreed, subject to certain conditions, to

purchase from the State the 1998 Series A Bonds described on the front cover of this Official Statement at an aggregate purchase price, exclusive of accrued interest, of \$138,798,721.15, reflecting a net original issue premium of \$8,994,517.30 and underwriters' discount of \$785,796.15. The Underwriters have agreed to reoffer the 1998 Series A Bonds at the public offering prices or yields set forth on the front cover of this Official Statement. The 1998 Series A Bonds may be offered and sold to certain dealers (including dealers depositing the Bonds into investment trusts) at prices lower than such public offering prices and such prices may be changed, from time to time, by the Underwriters. The Underwriters' obligations are subject to certain conditions precedent, and they will be obligated to purchase all the 1998 Series A Bonds if any 1998 Series A Bonds are purchased.

Certain legal matters will be passed upon for the Underwriters by their counsel, Michael Best & Friedrich LLP.

CUSIP NUMBERS, REOFFERING YIELDS AND PRICES

The table appearing on the cover and below includes information about the 1998 Series A Bonds. The CUSIP number for each maturity has been obtained from sources believed to be reliable, but the State is not responsible for the correctness of the CUSIP numbers. The reoffering yields and prices have been provided by the Underwriters in order to allow the computation of yield for federal tax law compliance. The reoffering prices have been calculated to the lower of maturity or call.

\$130,590,000
State of Wisconsin
Transportation Revenue Bonds, 1998 Series A

Dated Date: August 15, 1998

First Interest Date: January 1, 1999

Issuance Date: September 17, 1998

| CUSIP | Due (July 1) | Principal Amount | Interest Rate | Yield at Issuance | Price at Issuance | First Call Date |
|------------|-----------------|---------------------|---------------|----------------------|----------------------|--------------------|
| 977123 KA5 | 1999 | \$1,370,000 | 3.500% | 3.500% | 100.000% | Not Callable |
| | 2000 | | | | | |
| | 2001 | | | | | |
| 977123 KD9 | 2002 | 5,130,000 | 5.000 | 4.000 | 103.477 | Not Callable |
| 977123 KE7 | 2003 | 35,000 | 4.000 | 4.050 | 99.779 | Not Callable |
| 977123 KF4 | 2004 | 40,000 | 4.125 | 4.150 | 99.867 | Not Callable |
| 977123 KG2 | 2005 | 9,530,000 | 5.000 | 4.220 | 104.556 | Not Callable |
| 977123 KH0 | 2006 | 10,355,000 | 5.000 | 4.320 | 104.450 | Not Callable |
| 977123 KJ6 | 2007 | 5,310,000 | 5.000 | 4.380 | 104.476 | Not Callable |
| 977123 KK3 | 2008 | 5,590,000 | 5.000 | 4.430 | 104.481 | Not Callable |
| 977123 KL1 | 2009 | 6,625,000 | 5.500 | 4.470 | 108.733 | Not Callable |
| 977123 KM9 | 2010 | 7,345,000 | 5.500 | 4.580 | 108.301 | Not Callable |
| 977123 KN7 | 2011 | 14,665,000 | 5.500 | 4.630 | 108.318 | Not Callable |
| 977123 KP2 | 2012 | 22,580,000 | 5.500 | 4.700 | 108.043 | Not Callable |
| 977123 KQ0 | 2013 | 16,915,000 | 5.500 | 4.760 | 107.785 | Not Callable |
| 977123 KR8 | 2014 | 7,915,000 | 5.500 | 4.800 | 107.679 | Not Callable |
| 977123 KS6 | 2015 | 8,360,000 | 5.500 | 4.840 | 107.518 | Not Callable |
| 977123 KT4 | 2016 | 8,825,000 | 5.500 | 4.870 | 107.431 | Not Callable |

FINANCIAL ADVISOR

First Albany Corporation is employed by the State to perform professional services in the capacity of financial advisor. In its role as financial advisor to the State, it has provided advice on the plan of financing and structure of the 1998 Series A Bonds, and reviewed certain legal and disclosure documents, including this Official Statement, for financial matters.

VERIFICATION OF MATHEMATICAL COMPUTATIONS

The arithmetical accuracy of the mathematical computations supporting the adequacy of the maturing principal amounts of, and interest earned on, the Government Obligations and beginning cash balance deposited pursuant to the Escrow Agreement, to pay the principal of, redemption price, if any, and interest on the Refunded Bonds, and the arithmetical accuracy of the mathematical computations supporting the conclusion that the refunding aspects of the 1998 Series A Bonds will not cause such 1998 Series A Bonds to be “arbitrage bonds” under Section 148 of the Internal Revenue Code, will be verified by Grant Thornton LLP, independent certified public accountants, as a condition to the delivery of the 1998 Series A Bonds.

CONTINUING DISCLOSURE

In order to assist the Underwriters in complying with Rule 15c2-12 of the Securities Exchange Act of 1934 (the “Rule”), the State has entered into both a [Master Agreement on Continuing Disclosure](#) and an [Addendum Regarding Annual Report for Transportation Revenue Bonds](#), and before the delivery of the 1998 Series A Bonds, will enter into a Supplemental Agreement pertaining to the 1998 Series A Bonds (collectively, the “Agreements”). The Agreements constitute an undertaking for the benefit of the beneficial owners of the 1998 Series A Bonds and provide that the State will prepare and provide an Annual Report (providing certain financial information and operating data relating to the State) not later than 180 days following the close of the State’s fiscal year, to each NRMSIR and to any state information depository (“SID”), if any, and to provide notices of occurrence of certain events specified in the Rule to the NRMSIRS or the Municipal Securities Rulemaking Board (the “MSRB”), and SID, if any. As of the date of this Official Statement no SID has been established. Copies of the Agreements, annual reports, and notices can be obtained from: Capital Finance Office; Department of Administration; Division of Executive Budget and Finance; 101 East Wilson Street; P.O. Box 7864; Madison, WI 53707-7864.

The Agreements also describe the consequences of any failure to provide the required information. The Agreements require that a failure to provide the required information must be reported to the NRMSIRS or the MSRB, and to any SID, and the Rule requires consideration of any such failure by any broker, dealer or municipal securities dealer before recommending the purchase or sale of the 1998 Series A Bonds in the secondary market. Consequently, such a failure may adversely affect the transferability and liquidity of the 1998 Series A Bonds and their market price. In the previous five years, there has been no failure to comply in any material respect with a similar undertaking by the State.

MISCELLANEOUS

Any statements in this Official Statement involving matters of opinion or estimates, whether or not expressly so stated, are intended as such and not as representations of fact. This Official Statement is not to be construed as a contract or agreement between the State, the Department and the purchasers or holders of any of the 1998 Series A Bonds. Additional information, including copies of the Resolutions and other documents, may be obtained from the Commission.

Dated: August 28, 1998

STATE OF WISCONSIN

By: /s/ Tommy G. Thompson
Governor Tommy G. Thompson, Chairperson
State of Wisconsin Building Commission

By: /s/ Robert Brandherm
Robert Brandherm, Secretary
State of Wisconsin Building Commission

By: /s/ Charles H. Thompson
Charles H. Thompson, Secretary
State of Wisconsin Department of Transportation

Appendix A

INFORMATION ABOUT THE TRANSPORTATION REVENUE BOND PROGRAM

This Appendix includes information concerning the State of Wisconsin Transportation Revenue Bond Program. [Part V of the State of Wisconsin Continuing Disclosure Annual Report, dated December 26, 1997](#) (the “Annual Report”) is included by reference as part of this **APPENDIX A**.

[Part V to the Annual Report](#) contains information concerning the Transportation Revenue Bond Program, security for the Bonds, including sources of payment, Registration Fees, Registration Fee collection procedures, Reserve Fund and additional Bonds, the Transportation Projects Commission, the Wisconsin Department of Transportation, and a summary of the General Resolution. Included as [APPENDIX A to Part V](#) are the audited financial statements for the Transportation Revenue Bond Program for the fiscal year ending June 30, 1997.

The Annual Report has been filed with each nationally recognized municipal securities information repository (“NRMSIR”). Copies of the Annual Report can be obtained by contacting the State at (608) 266-5355. As of the date of this Official Statement, the Annual Report can be found on the internet at:

www.doa.state.wi.us/debf/capfin/97condis.htm

Subsequent to publication and filing of the Annual Report, certain changes or events have occurred that affect matters discussed in the Annual Report. Listed below, by reference to particular sections of the Annual Report, are changes or additions to the discussion contained in these particular sections. Many of the following changes have not been filed with the NRMSIRS.

The State has filed, and expects to continue to file, certain informational notices with the NRMSIRS. Such informational notices do not constitute listed material events under the State’s Master Agreement on Continuing Disclosure.

Table V-4; Debt Service of Outstanding Transportation Revenue Bonds and Estimated Revenue Coverage (Page Part V-7). Replace the table with the following:

The following table shows the forecasted coverage of annual debt service on the Outstanding Bonds following the issuance of the 1998 Series A Bonds and the defeasance of the Refunded Bonds, based on the Department’s estimated Registration Fees for 1999-2007. There can be no assurance that the estimated Registration Fees will be realized in the amounts shown.

**Debt Service on the 1998 Series A Bonds and Estimated Revenue Coverage for
Outstanding Bonds**

| Year Ending (July 1) | 1998 Series A Debt Service | | | | Estimated Revenue ^(b) (Millions) | Estimated Coverage Ratio ^(c) |
|-------------------------|----------------------------|----------|-----------------------|-------------------------------|--|--|
| | Principal | Interest | Period Total | Combined Total ^(a) | | |
| 1999 | \$ 1,370,000 | 3.500% | \$ 7,491,973 | \$ 82,894,173 | \$297.8 | 3.6 |
| 2000 | | | 6,926,450 | 82,338,153 | 311.1 | 3.8 |
| 2001 | | | 6,926,450 | 82,310,713 | 312.2 | 3.8 |
| 2002 | 5,130,000 | 5.000% | 12,056,450 | 82,449,075 | 324.6 | 3.9 |
| 2003 | 35,000 | 4.000% | 6,704,950 | 82,420,288 | 327.1 | 4.0 |
| 2004 | 40,000 | 4.125% | 6,708,550 | 86,428,660 | 341.5 | 4.0 |
| 2005 | 9,530,000 | 5.000% | 16,196,900 | 86,300,023 | 344.2 | 4.0 |
| 2006 | 10,355,000 | 5.000% | 16,545,400 | 86,319,208 | 359.2 | 4.2 |
| 2007 | 5,310,000 | 5.000% | 10,982,650 | 74,591,733 | 362.1 | 4.9 |
| 2008 | 5,590,000 | 5.000% | 10,997,150 | 75,454,420 | 377.7 | 5.0 |
| 2009 | 6,625,000 | 5.500% | 11,752,650 | 71,336,960 | | |
| 2010 | 7,345,000 | 5.500% | 12,108,275 | 58,371,438 | | |
| 2011 | 14,665,000 | 5.500% | 19,024,300 | 58,474,530 | | |
| 2012 | 22,580,000 | 5.500% | 26,132,725 | 58,580,170 | | |
| 2013 | 16,915,000 | 5.500% | 19,225,825 | 59,153,208 | | |
| 2014 | 7,915,000 | 5.500% | 9,295,500 | 67,417,583 | | |
| 2015 | 8,360,000 | 5.500% | 9,305,175 | 50,386,185 | | |
| 2016 | 8,825,000 | 5.500% | 9,310,375 | 41,508,400 | | |
| 2017 | | | | 32,221,465 | | |
| 2018 | | | | 32,256,470 | | |
| 2019 | | | | 16,091,450 | | |
| 2020 | | | | 16,087,000 | | |
| 2021 | | | | 16,083,500 | | |
| 2022 | | | | 16,088,750 | | |
| | <u>\$ 130,590,000</u> | | <u>\$ 217,691,748</u> | <u>\$ 1,415,563,551</u> | | |

^(a) The combined total does not include interest and principal payments for the outstanding transportation revenue commercial paper notes. It does assume the issuance of \$188,600,000 of parity bonds to take out the outstanding commercial paper.

^(b) Excludes interest earnings.

^(c) Assumes that no Additional Bonds will be issued and continuation of current registration fees. No revenue estimate made beyond 2008.

Source: Wisconsin Departments of Administration and Transportation.

Appendix B

INFORMATION ABOUT THE STATE

This appendix includes information concerning the State of Wisconsin (the “State”) and general obligation debt issued by the State. [Parts II and III of the State of Wisconsin Continuing Disclosure Annual Report, dated December 26, 1997](#) (the “Annual Report”) are included by reference as part of this APPENDIX B.

[Part II to the Annual Report](#) contains general information about the State. This part presents information on the (i) State’s operations and financial procedures, (ii) State’s accounting and financial reporting, (iii) organization and description of services provided by the State, (iv) results of fiscal year 1996-97, (v) State budget, (vi) obligations of the State, and (vii) State Investment Board. This part also presents statistical information about the State’s population, income and employment.

Included as [APPENDIX A to Part II](#) are the audited general purpose financial statements for the fiscal year ending June 30, 1997, prepared in conformity with generally accepted accounting principles (“GAAP”) for governments as prescribed by the Government Accounting Standards Board, and the State Auditor’s report.

[Part III to the Annual Report](#) contains information concerning general obligations issued by the State. This part presents a discussion of the security provisions for general obligation debt (including the flow of funds to pay debt service on general obligations), data pertaining to the State’s outstanding general obligation debt, and the portion of general obligation debt which is revenue-supported general obligation debt.

The Annual Report has been filed with each nationally recognized municipal securities information repository (“NRMSIR”). As of the date of this Official Statement, the Annual Report can be found on the world wide web at:

www.doa.state.wi.us/debf/capfin/97condis.htm

After publication and filing of the Annual Report, certain changes or events have occurred that affect items discussed in the Annual Report. Listed below, by reference to particular sections of the Annual Report, are changes or additions to the discussion contained in those particular sections. Many of the following changes have not been filed with the NRMSIRS. However, the State has filed, and expects to continue to file, certain informational notices with the NRMSIRS. These informational notices do not constitute listed material events under the State’s Master Agreement on Continuing Disclosure.

Year 2000 Compliance

Overview

The State of Wisconsin Department of Administration (the “Department of Administration”), which has overall responsibility for the coordination of information technology in State government, is coordinating the State’s Year 2000 compliance efforts. In 1996, the Department of Administration identified 100 critical business applications (that is, applications that support core state government operations and services). The Department of Administration has deemed 21 of these as the “highest priority” critical applications. Among the financial-related systems within the group of 21 highest priority critical applications are WiSMART, the State’s accounting system, Income Tax Processing, Shared Revenues, Motor Vehicle Registration, Wisconsin Employee Benefit System, Investment Accounting System and Local Government Investment Pool.

The Department of Administration created an interagency executive taskforce to advise on ways to coordinate Year 2000 compliance oversight activities. This approach allows the State to focus on the highest priority Year 2000 compliance needs. The Department of Administration is conducting compliance surveys and assessments of all agencies, including on-site visits to agencies with critical applications. The assessment is the second stage of five stages that agencies will complete under the Department of Administration's Year 2000 compliance efforts. The five stages include (i) inventory, (ii) assessment, (iii) remediation, (iv) testing, and (v) implementation.

The following are general conclusions of assessments completed as of May 21, 1998. The Department of Administration expects the assessments to be completed by November 1998.

- The State has not identified any significant Year 2000 consequences or unbudgeted costs to make the critical business applications Year 2000 compliant.
- Twelve of 43 agencies face "substantial challenges" and 24 of the 181 divisions (that is, the major subunits within state agencies) in State government each have more than 1,000 hours of work to complete in order to make their critical business applications Year 2000 compliant.

The costs to the State to become Year 2000 compliant have been and will continue to be absorbed within existing base operating budgets because most Year 2000 compliance work is being completed by State agencies as part of ongoing maintenance and upgrades previously identified and budgeted for by the State.

In addition to the assessments, the following is a summary of the efforts currently being undertaken by the State:

- The Governor issued Executive Order 341 on July 27, 1998 that directs all state agencies to make Year 2000 compliance activities their top technology priority.
- Agencies are required to provide the Department of Administration periodic Year 2000 compliance status reports for each of the identified critical business applications
- The State has also created a central Year 2000 test environment for use by State agencies to verify the effectiveness of Year 2000 compliance activities. The State maintains a web site that provides specific technical information to assist agency Year 2000 compliance efforts. The internet address for this is: www.state.wi.us/y2k.
- Agencies are preparing contingency plans designed to address possible problems arising from failures of information technology systems or other disruptions of business processes.

Internal Year 2000 Issues

The 21 highest priority critical applications have a direct impact on critical and core State operations. The Department of Administration anticipates that the assessment of these 21 highest priority critical applications will be completed in November 1998. Specifically, WiSMART, the State's central accounting system has recently been updated for Year 2000 and is undergoing testing for Year 2000 compliance. The Department of Revenue, the agency responsible for the collection of State taxes, is completing the assessment of its critical applications.

External Year 2000 Issues

The State has contacted each of its paying agents, registrars, escrow agents, trustees and depositories and has been informed by each of these firms that they intend to meet the federal regulation that all securities processing institutions be Year 2000 compliant by December 31,

1998. The State will continue to monitor these compliance activities and take appropriate steps to ensure timely compliance, as needed. The Department of Health and Family Services is the State agency that interfaces with the Federal Government for Medicare and Medicaid reimbursement payments. This department is addressing Year 2000 efforts with the Federal Government and is also working on contingency plans in the event of a problem.

Mechanical Year 2000 Issues

With respect to debt service payments, the State maintains hard paper copy records of all its debt service schedules. In the event computer payment systems fail, the State is prepared to provide manual payment checks to paying agents and The Depository Trust Company (“DTC”). Debt service payments due on State obligations for the first six months of calendar year 2000 are:

| <u>Date</u> | <u>Obligation</u> | <u>Parties Involved</u> |
|-------------------|--|--|
| January 3, 2000 | General Obligation Bonds | State Treasurer’s Office/DTC |
| January 3, 2000 | Transportation Revenue Bonds | Bank One Trust Company, N.A.(Trustee)/DTC |
| February 14, 2000 | Master Lease Certificates of Participation | State Treasurer’s Office/Firststar Trust Company (Trustee) |
| March 1, 2000 | Master Lease Certificates of Participation | Firststar Trust Company (Trustee)/DTC |
| May 1, 2000 | General Obligation Bonds | State Treasurer’s Office/ DTC |
| June 1, 2000 | Clean Water Revenue Bonds | Firststar Trust Company (Trustee)/DTC |

As a contingency, the State is further considering sending the payments due on January 3, 2000 to DTC on or before December 31, 1999.

The State cannot provide any assurances that all Year 2000 problems will be corrected by January 1, 2000 nor that all information technology systems will continue to work efficiently on January 1, 2000. There remains a possibility that some Year 2000 problems will not be identified or corrected by January 1, 2000. However, the actions that the State is currently completing should minimize such potential problems, especially for critical business applications. As part of the State’s Year 2000 process, agencies are preparing contingency plans designed to address possible problems arising from failures of information technology systems or other disruptions of business processes.

State Budget; Budgets for 1997-99 (Pages Part II-16 through Part II-18). Add the following:

Budgets for 1997-99

The Annual Fiscal Report for the fiscal year ending June 30, 1998 will be published on or before October 15, 1998. This Annual Fiscal Report will include statutory and unaudited balances for the fiscal year ending June 30, 1998. On June 2, 1998, the Governor signed into law a budget adjustment bill for the 1997-99 biennial budget. The following summary is based on this budget adjustment bill.

The budget on an all funds basis projects a balance of \$352 million for the fiscal year ending June 30, 1998 and \$117 million for the fiscal year ending June 30, 1999.

State Budget–All Funds
(Amounts in Millions)

| | Fiscal Year Ending <u>June 30, 1998</u> | Fiscal Year Ending <u>June 30, 1999</u> |
|------------------------------|--|--|
| Beginning Balance | \$ 331 | \$ 352 |
| Tax Revenues | 9,351 | 9,663 |
| Nontax Revenues | <u>14,162</u> | <u>14,344</u> |
| Total Available Revenues | \$23,844 | \$24,099 |
| Net Disbursements | \$23,455 | \$24,009 |
| Reserves | <u>135</u> | <u>331</u> |
| Total Disbursements/Reserves | \$23,590 | \$24,340 |
| Estimated Balance | \$ 254 | \$ 18 |
| Statutorily Required Balance | <u>98</u> | <u>99</u> |
| Total Balance | \$ 352 | \$ 117 |

A detailed summary of the all funds budget is on page B-5

The balances for the budget on a general-fund basis are the same as the all-funds basis: \$352 million for the fiscal year ending June 30, 1998 and \$117 million for the fiscal year ending June 30, 1999.

State Budget–General Fund
(Amounts in Millions)

| | Fiscal Year Ending <u>June 30, 1998</u> | Fiscal Year Ending <u>June 30, 1999</u> |
|------------------------------|--|--|
| Beginning Balance | \$ 331 | \$ 352 |
| Tax Revenues | 9,351 | 9,663 |
| Nontax Revenues | <u>6,573</u> | <u>6,434</u> |
| Total Available Revenues | \$16,255 | \$16,449 |
| Net Disbursements | \$15,866 | \$16,099 |
| Reserves | <u>135</u> | <u>332</u> |
| Total Disbursements/Reserves | \$16,001 | \$16,431 |
| Estimated Balance | \$ 254 | \$ 18 |
| Statutorily Required Balance | <u>98</u> | <u>99</u> |
| Total Balance | \$ 352 | \$ 117 |

A detailed summary of the general-fund budget is on page B-6.

The budget adjustment bill also provides that up to \$125 million of any increased budget surplus above current estimates for fiscal year 1997-98 be used to increase the school property tax rent credit for tax year 1998. For budgetary purposes, no increased budget surplus or increased school property tax rent credit is recognized at this time, and if this surplus and increased credit are available, they will not be recognized until September 4, 1998, at which time the Legislative Fiscal Bureau is required to prepare an estimate of the net general fund balance for the period ending June 30, 1998. To the extent excess general fund balances currently exist, they are reflected in actual cash-flow balances as of May 31, 1998; see B-7 and B-9.

Table II-3; State Budget–All Funds (Page Part II-17). Replace the table with the following:

State Budget–All Funds^(a)

| | Actual ^(b) 1996-97 | Budget Adjustment 1997-98 | Budget Adjustment 1998-99 |
|---|----------------------------------|-------------------------------|------------------------------|
| RECEIPTS | | | |
| Fund Balance from Prior Year..... | \$ 581,690,000 | \$ 331,145,100 ^(c) | \$ 352,243,400 |
| Tax Revenue | | | |
| Individual Income..... | 4,544,739,000 | 4,916,000,000 | 5,052,400,000 |
| General Sales and Use..... | 2,864,373,000 | 2,999,850,000 | 3,134,030,000 |
| Corporate Franchise and Income..... | 643,822,000 | 644,800,000 | 654,700,000 |
| Public Utility..... | 306,231,000 | 277,300,000 | 272,600,000 |
| Excise | | | |
| Cigarette/Tobacco Products..... | 213,348,000 | 257,000,000 | 268,900,000 |
| Liquor and Wine..... | 31,350,000 | 32,000,000 | 32,300,000 |
| Malt Beverage..... | 9,207,000 | 9,500,000 | 9,500,000 |
| Inheritance, Estate & Gift..... | 50,825,000 | 73,000,000 | 55,000,000 |
| Insurance Company..... | 94,641,000 | 95,000,000 | 95,000,000 |
| Other..... | 869,250,000 | 46,025,000 ^(d) | 88,237,500 ^(d) |
| Subtotal..... | <u>9,627,786,000</u> | <u>9,350,475,000</u> | <u>9,662,667,500</u> |
| Nontax Revenue | | | |
| Departmental Revenue..... | 143,630,000 | 159,375,900 | 151,226,600 |
| Total Federal Aids..... | 3,478,405,000 | 4,323,934,400 | 4,339,196,600 |
| Total Program Revenue..... | 2,232,844,000 | 2,284,115,900 | 2,353,325,400 |
| Total Segregated Funds..... | 2,907,590,000 | 2,175,818,200 | 2,229,010,500 |
| Fund Transfers In..... | NA | 261,605,900 | NA |
| Bond Authority..... | 290,612,000 | 415,000,000 | 430,000,000 |
| Employe Benefit Contributions ^(e) | 8,729,891,000 | 4,542,998,211 | 4,840,878,164 |
| Subtotal..... | <u>17,782,972,000</u> | <u>14,162,848,511</u> | <u>14,343,637,264</u> |
| Total Available..... | <u>\$ 27,992,448,000</u> | <u>\$ 23,844,468,611</u> | <u>\$ 24,358,548,164</u> |
| DISBURSEMENTS AND RESERVES | | | |
| Commerce..... | \$ 373,921,000 | \$ 399,608,700 | 390,029,300 |
| Education..... | 6,759,147,000 | 7,046,047,900 | 7,332,883,400 |
| Environmental Resources..... | 2,137,281,000 | 2,153,578,600 | 2,183,076,800 |
| Human Relations and Resources..... | 5,689,028,000 | 5,889,776,700 | 6,120,171,500 |
| General Executive..... | 2,710,053,000 | 818,817,000 | 613,160,900 |
| Judicial..... | 86,958,000 | 89,630,900 | 90,209,800 |
| Legislative..... | 53,219,000 | 55,274,500 | 55,994,700 |
| General Appropriations..... | 2,266,799,000 | 2,107,286,500 | 2,012,329,700 |
| General Obligation Bond Program..... | 437,402,000 | 415,000,000 | 430,000,000 |
| Employe Benefit Payments ^(e) | 1,456,722,000 | 1,889,607,836 | 2,019,386,350 |
| Reserve for Employe Benefit Payments ^(e) | 7,273,169,000 | 2,653,390,375 | 2,821,491,814 |
| Subtotal..... | <u>29,243,699,000</u> | <u>23,518,019,011</u> | <u>24,068,734,264</u> |
| Less: (Lapses)..... | NA | (62,926,600) | (60,255,000) |
| Compensation Reserves..... | NA | 34,915,600 | 66,338,400 |
| Required Statutory Balance..... | NA | 98,110,700 | 99,426,600 |
| Fund Transfers Out..... | NA | 2,217,200 | 166,108,600 |
| Federal Retiree Reserve..... | NA | NA | NA |
| Change in Continuing Balance..... | <u>(1,589,089,000)</u> | <u>NA</u> | <u>NA</u> |
| Total Disbursements & Reserves..... | <u>\$ 27,654,609,000</u> | <u>\$ 23,590,335,911</u> | <u>\$ 24,340,352,864</u> |
| Fund Balance..... | \$ 337,839,000 | \$ 254,132,700 | \$ 18,195,300 |
| Undesignated Balance..... | \$ 327,145,000 | \$ 352,243,400 | \$ 117,621,900 |

(a) The amounts shown are based on statutorily required accounting and not on GAAP.

(b) The amounts shown are unaudited and rounded to the nearest thousand.

(c) There is a difference in the budgeting and accounting treatment of a \$4,000,100 loan from the Local Government Property Insurance Fund which was outstanding as of June 30, 1997. For budgeting purposes, the loan increases the balance of the General Fund which is then reduced when the repayment is made. For accounting purposes, the loan has no effect on the General Fund balance.

(d) The budgets do not include taxes collected for segregated funds. The largest such tax is the motor vehicle fuel tax, which collected \$693 million in the 1996-97 fiscal year. For the 1998-99 fiscal year, the amount shown includes \$40 million of revenue expected to be raised through a program that offers a tax amnesty program. As of the date of this Official Statement, this program has been completed and the results are currently being evaluated by the State.

(e) State law separates the accounting of employe benefits from the budget. They are included for purposes of comparability to the figures presented in this table and Tables II-1 and II-2 of the State of Wisconsin Continuing Disclosure Annual Report, dated December 26, 1997. Benefits are provided for on a fully funded basis. Therefore, when contributions actually received exceed the benefits actually paid out, the difference is added to the trust funds. In the event that the actual benefit payments exceed the contributions, investment earnings will be used to cover the difference before they are deposited in the Employe Benefit Fund.

Table II-4; State Budget–General Fund (Page Part II-18). Replace the table with the following:

State Budget–General Fund^(a)

| | <u>Actual ^(b) 1996-97</u> | <u>Budget Adjustment 1997-98</u> | <u>Budget Adjustment 1998-99</u> |
|--|--|--------------------------------------|--------------------------------------|
| RECEIPTS | | | |
| Fund Balance from Prior Year..... | \$ 581,690,000 | \$ 331,145,100 | \$ 352,243,400 |
| Tax Revenue | | | |
| State Taxes Deposited to General Fund | | | |
| Individual Income..... | 4,544,739,000 | 4,916,000,000 | 5,052,400,000 |
| General Sales and Use..... | 2,864,373,000 | 2,999,850,000 | 3,134,030,000 |
| Corporate Franchise and Income..... | 643,822,000 | 644,800,000 | 654,700,000 |
| Public Utility..... | 306,231,000 | 277,300,000 | 272,600,000 |
| Excise | | | |
| Cigarette/Tobacco Products..... | 213,348,000 | 257,000,000 | 268,900,000 |
| Liquor and Wine..... | 31,350,000 | 32,000,000 | 32,300,000 |
| Malt Beverage..... | 9,207,000 | 9,500,000 | 9,500,000 |
| Inheritance, Estate & Gift..... | 50,825,000 | 73,000,000 | 55,000,000 |
| Insurance Company..... | 94,641,000 | 95,000,000 | 95,000,000 |
| Other..... | <u>55,905,000</u> | <u>46,025,000</u> | <u>88,237,500</u> ^(d) |
| Subtotal..... | 8,814,441,000 | 9,350,475,000 | 9,662,667,500 |
| Nontax Revenue | | | |
| Departmental Revenue..... | 143,630,000 | 159,375,900 | 151,226,600 |
| Program Revenue-Federal..... | 3,478,405,000 | 3,868,165,100 | 3,929,984,000 |
| Program Revenue-Other..... | 2,232,844,000 | 2,284,115,200 | 2,353,325,400 |
| Fund Transfers In..... | NA | 261,605,900 | NA |
| Subtotal..... | <u>5,854,879,000</u> | <u>6,573,262,100</u> | <u>6,434,536,000</u> |
| Total Available..... | <u>\$ 15,251,010,000</u> | <u>\$ 16,254,882,200</u> | <u>\$ 16,449,446,900</u> |
| DISBURSEMENTS AND RESERVES | | | |
| Commerce..... | \$ 204,697,000 | 207,291,600 | 195,817,600 |
| Education..... | 6,566,192,000 | 6,981,265,900 | 7,185,455,400 |
| Environmental Resources..... | 237,381,000 | 239,538,800 | 239,024,700 |
| Human Relations and Resources..... | 5,447,424,000 | 5,792,936,500 | 6,013,539,700 |
| General Executive..... | 497,084,000 | 742,911,000 | 533,306,400 |
| Judicial..... | 86,652,000 | 88,987,000 | 89,565,900 |
| Legislative..... | 53,219,000 | 55,274,500 | 55,994,700 |
| General Appropriations..... | <u>1,839,755,000</u> | <u>1,820,227,300</u> | <u>1,846,928,600</u> |
| Subtotal..... | 14,932,404,000 | 15,928,432,600 | 16,159,633,000 |
| Less: (Lapses)..... | NA | (62,926,600) | (60,255,000) |
| Compensation Reserves..... | NA | 34,915,600 | 66,338,400 |
| Required Statutory Balance..... | NA | 98,110,700 | 99,426,600 |
| Fund Transfers Out | NA | 2,217,200 | 166,108,600 |
| Federal Retiree Reserve | NA | NA | NA |
| Changes in Continuing Balance..... | <u>(19,233,000)</u> | <u>NA</u> | <u>NA</u> |
| Total Disbursements & Reserves..... | <u>\$ 14,913,171,000</u> | <u>\$ 16,000,749,500</u> | <u>\$ 16,431,251,600</u> |
| Fund Balance..... | \$ 337,839,000 | \$ 254,132,700 | \$ 18,195,300 |
| Undesignated Balance..... | \$ 327,145,000 | \$ 352,243,400 | \$ 117,621,900 |

^(a) The amounts shown are based on statutorily required accounting and not on GAAP.

^(b) The amounts shown are unaudited and rounded to the nearest thousand.

^(c) There is a difference in the budgeting and accounting treatment of a \$4,000,100 loan from the Local Government Property Insurance Fund which was outstanding as of June 30, 1997. For budgeting purposes, the loan increases the balance of the General Fund which is then reduced when the repayment is made. For accounting purposes, the loan has no effect on the General Fund balance.

^(d) Includes \$40 million of revenue expected to be raised through a program that offers a tax amnesty. As of the date of this Official Statement, this program has been completed and the results are being evaluated by the State.

Table II-7; General Fund Monthly Cash Position (Page Part II-29). Replace the table with the following:

GENERAL FUND MONTHLY CASH POSITION
July 1, 1996 through May 31, 1998 ³/₄ Actual
June 1, 1998 through June 30, 1999 ³/₄ Estimated^(a)
(Amounts in Thousands)

| | | Starting | | |
|------|----------------------|-----------------|-------------------------------|------------------------------------|
| | Starting Date | Balance | Receipts^(b) | Disbursements^(b) |
| 1996 | July..... | 569,086 | 1,279,815 | 1,434,154 |
| | August..... | 414,747 | 1,030,924 | 844,258 |
| | September..... | 601,413 | 1,476,166 | 1,011,367 |
| | October..... | 1,066,212 | 1,137,121 | 855,357 |
| | November..... | 1,347,976 | 1,201,689 | 1,691,802 |
| | December..... | 857,863 | 1,191,440 | 1,728,258 |
| 1997 | January..... | 321,045 | 1,660,082 | 969,951 |
| | February..... | 1,011,176 | 1,143,553 | 1,018,864 |
| | March..... | 1,135,865 | 1,187,307 | 1,888,887 |
| | April..... | 434,285 | 1,507,412 | 964,595 |
| | May..... | 977,102 | 1,282,737 | 965,508 |
| | June..... | 1,294,331 | 1,390,068 | 2,190,931 |
| | July..... | 493,468 | 1,583,435 | 1,558,759 |
| | August..... | 518,144 | 1,092,096 | 868,164 |
| | September..... | 742,076 | 1,518,617 | 1,140,770 |
| | October..... | 1,119,923 | 1,281,159 | 1,220,979 |
| | November..... | 1,180,103 | 1,363,754 | 1,575,478 |
| | December..... | 968,379 | 1,221,439 | 1,810,967 |
| 1998 | January..... | 378,851 | 1,701,236 | 1,004,066 |
| | February..... | 1,076,021 | 1,222,276 | 1,122,065 |
| | March..... | 1,176,232 | 1,357,272 | 2,111,569 |
| | April..... | 421,935 | 1,536,033 | 1,078,050 |
| | May..... | 879,918 | 1,258,276 | 990,358 |
| | June..... | 1,147,836 | 1,531,549 | 2,302,136 |
| | July..... | 377,249 | 1,604,067 | 1,705,179 |
| | August..... | 276,137 | 1,201,349 | 847,918 |
| | September..... | 629,568 | 1,580,504 | 1,471,353 |
| | October..... | 738,719 | 1,279,290 | 949,794 |
| | November..... | 1,068,215 | 1,349,517 | 1,636,927 |
| | December..... | 780,805 | 1,370,610 | 1,793,369 |
| 1999 | January..... | 358,046 | 1,731,853 | 1,005,086 |
| | February..... | 1,084,813 | 1,274,656 | 1,246,139 |
| | March..... | 1,113,330 | 1,351,348 | 2,214,785 |
| | April..... | 249,893 | 1,635,130 | 1,221,972 |
| | May..... | 663,051 | 1,384,682 | 1,051,866 |
| | June..... | 995,867 | 1,584,384 | 2,489,328 |

^(a) The monthly receipt and disbursement projections for June 1, 1998 through June 30, 1999 are based on estimates provided by the Division of Executive Budget and Finance.

^(b) The receipt amounts shown in July 1996–1998 include the proceeds received, or expected to be received, at closing for respective issues of operating notes. See “OTHER OBLIGATIONS; Operating Notes” in the Annual Report. The disbursement amounts shown for February, March, April and May 1997–1999 include impoundment payments required in connection with the operating notes.

Source: Wisconsin Department of Administration.

Table II-8; Balances Available for Interfund Borrowing (Page Part II-30). Replace the table with the following:

BALANCES IN FUNDS AVAILABLE FOR INTERFUND BORROWING^(a)

July 1, 1996 to June 1, 1998 — Actual
July 1, 1998 to June 1, 1999 — Estimated^(b)
(Amounts in Millions)

| | <u>1996</u> | <u>1997</u> | <u>1998</u> | <u>1999</u> |
|-----------------|-------------|-------------|-------------------------|-------------|
| January..... | | \$3,210.23 | \$3,362.80 | 2,147.05 |
| February..... | | 3,553.70 | 3,905.76 | 2,110.15 |
| March..... | | 3,793.12 | 4,222.27 | 2,141.52 |
| April..... | | 3,832.30 | 4,298.47 | 2,165.09 |
| May..... | | 3,423.07 | 4,011.24 | 2,117.84 |
| June..... | | 3,317.76 | 3,811.49 | 2,055.69 |
| July | \$3,252.38 | 3,522.40 | 2,013.13 ^(b) | |
| August | 3,511.90 | 3,824.91 | 2,051.05 | |
| September | 3,250.54 | 3,546.19 | 2,095.73 | |
| October | 3,010.27 | 3,456.19 | 2,087.33 | |
| November | 2,687.47 | 3,126.49 | 2,015.35 | |
| December..... | 2,072.66 | 3,177.39 | 2,060.66 | |

^(a) Consists of the following funds:

| | |
|--|---|
| Transportation | Common School |
| Conservation (Partial) | Normal School |
| Wisconsin Health Education Loan Repayment | University |
| Waste Management | Local Government Investment Pool |
| Wisconsin Election Campaign | Farms for the Future |
| Investment & Local Impact | Agrichemical Management |
| Elderly Property Tax Deferral | Historical Society Trust |
| Lottery | School Income Fund |
| Children's Trust | Benevolent |
| Racing | Groundwater |
| Work Injury Supplemental Benefit | Petroleum Storage Environmental Cleanup |
| Unemployment Compensation Interest Repayment | Environmental Improvement Fund |
| Uninsured Employers | Environmental |
| Health Insurance Risk Sharing Plan | Recycling |
| Local Government Property Insurance | University Trust Principal |
| Patients Compensation | Veterans Mortgage Loan Repayment |
| Mediation | State Building Trust |
| Agricultural College | |

^(b) Estimated balances for July 1, 1998 and succeeding months include \$480 million (a portion of the estimated balance) for the local government pool of the available funds. The local government pool has varied from a low of \$63 million on July 1, 1983 to a high of \$4.426 billion on March 1, 1994. The pool is composed of funds deposited by local units of government which may be withdrawn without notice. Under Section 20.002(11) of the Statutes, interfund borrowing is limited to 5% of the total general-purpose revenue appropriations then in effect, which for the 1998–99 budget is nearly \$500 million.

Source: Wisconsin Department of Administration.

Table II-9; Revenues Deposited to the General Fund (Page Part II-31). Replace the table with the following:

REVENUES DEPOSITED TO THE GENERAL FUND^(a)
July 1, 1997 to May 31, 1998 compared with previous year
(Unaudited)

| | Actual Receipts 1996-97 FY^(b) | Projected Receipts 1997-98 FY | Actual Receipts July 1, 1996 to May 31, 1997 | Actual Receipts July 1, 1997 to May 31, 1998 |
|--|---|--|---|---|
| Individual Income Tax | \$ 4,544,739,246 | \$ 4,809,892,600 | \$ 3,832,196,561 | \$ 4,212,881,748 |
| General Sales and Use Tax .. | 2,864,373,180 | 3,015,000,000 | 2,344,412,532 | 2,482,336,145 |
| Corporate Franchise and Income Tax | 643,821,885 | 646,300,000 | 528,366,857 | 514,093,484 |
| Public Utility Taxes | 306,230,883 | 274,005,700 | 303,925,592 | 292,723,742 |
| Excise Taxes | 253,904,414 | 292,575,000 | 208,052,458 | 244,026,938 |
| Inheritance Taxes | 50,825,151 | 45,000,000 | 46,720,845 | 71,227,393 |
| Miscellaneous Taxes | <u>150,545,817</u> | <u>140,200,000</u> | <u>129,021,849</u> | <u>130,065,417</u> |
| SUBTOTAL..... | 8,814,440,576 | 9,222,973,300 | 7,392,696,694 | 7,947,354,867 |
| Federal Receipts..... | 3,478,405,811 | 3,863,347,100 | 3,139,643,611 | 3,138,212,400 |
| Dedicated and Other Revenues ^(c) | <u>2,376,474,850</u> | <u>2,680,026,100</u> | <u>2,288,197,738</u> ^(d) | <u>2,532,627,862</u> ^(d) |
| TOTAL..... | <u>\$14,669,321,237</u> | <u>\$15,766,346,500</u> | <u>\$12,820,538,043</u> | <u>\$13,618,195,129</u> |

^(a) The amounts shown are based on the statutory accounting basis and not on GAAP. See "STATE GOVERNMENT ORGANIZATION AND FINANCIAL PROCEDURES; Accounting and Financial Reporting" in the [Annual Report](#).

^(b) The amounts shown are the sum of all revenues for fiscal year 1996-97 based on the data used in the preparation of the Annual Fiscal Report, Budgetary Basis, for the year ending June 30, 1997.

^(c) The statutory basis of accounting requires that certain transfers between General Fund appropriations be recorded as both revenues and expenditures of the General Fund. The amount of these transfers may vary greatly between fiscal years, and therefore, this category may not be comparable on a historical basis.

^(d) The amounts shown do not reflect receipt of \$150 million principal amount in fiscal year 1996-97 and \$450 million principal amount in fiscal year 1997-98 from the sale of operating notes.

Table II-9; General Fund Expenditures By Function (Page Part II-32). Replace the table with the following:

**GENERAL FUND EXPENDITURES BY FUNCTION^(a)
July 1, 1997 to May 31, 1998 compared with previous year
(Unaudited)**

| | Actual Expenditures <u>1996-97 FY^(b)</u> | Appropriations <u>1997-98 FY</u> | Actual Expenditures July 1, 1996 to <u>May 31, 1997</u> | Actual Expenditures July 1, 1997 to <u>May 31, 1998</u> |
|-------------------------------|---|-------------------------------------|--|--|
| Commerce..... | \$ 204,697,785 | \$ 195,180,400 | \$ 166,035,184 | \$ 160,557,590 |
| Education..... | 6,566,191,813 | 7,202,088,700 | 5,049,493,402 | 5,344,062,092 |
| Environmental Resources..... | 237,381,444 | 239,232,900 | 221,553,627 | 213,801,235 |
| Human Relations & Resources.. | 5,447,424,395 | 5,954,107,100 | 4,848,480,143 | 4,978,800,815 |
| General Executive..... | 497,084,469 | 520,567,800 | 454,210,182 | 671,096,714 |
| Judicial..... | 86,651,785 | 89,158,400 | 79,099,088 | 82,183,504 |
| Legislative..... | 53,218,947 | 55,307,000 | 45,192,684 | 46,390,455 |
| General Appropriations..... | <u>1,839,755,076</u> | <u>1,865,582,600</u> | <u>1,556,202,669</u> | <u>1,705,115,873</u> |
| TOTAL..... | <u>\$ 14,932,405,714</u> | <u>\$ 16,121,224,900</u> | <u>\$ 12,420,266,979</u> | <u>\$ 13,202,008,278</u> |

(a) The amounts shown are based on the statutory accounting basis and not on GAAP. See "STATE GOVERNMENT ORGANIZATION AND FINANCIAL PROCEDURES; Accounting and Financial Reporting" in the [Annual Report](#).

(b) The amounts shown are the sum of all expenditures for fiscal year 1996-97 based on the data used in the preparation of the Annual Fiscal Report, Budgetary Basis, for the year ending June 30, 1997.

Source: Wisconsin Department of Administration.

Table III-6; Debt Statement (Page Part III-16). Replace the table with the following:

| Debt Statement | | | | | |
|---|---------------------------|---------------------------------------|---|----------------------------|------------------------|
| July 1, 1998 | | | | | |
| | <u>Tax-Supported Debt</u> | | <u>Revenue-Supported Debt^(a)</u> | | <u>Total</u> |
| | <u>General Fund</u> | <u>Segregated Funds^(b)</u> | <u>Veterans Housing</u> | <u>Other^(c)</u> | |
| GENERAL OBLIGATIONS | | | | | |
| Outstanding Indebtedness ... | <u>\$2,385,435,746</u> | <u>\$46,336,083</u> | <u>\$690,337,510</u> | <u>\$326,400,099</u> | <u>\$3,448,509,438</u> |
| NONSTOCK, NONPROFIT CORPORATIONS^(d) | | | | | |
| Wisconsin University | | | | | |
| Building Corp. | | | | \$ 91,957 | \$ 91,957 |
| Wisconsin State Colleges | | | | | |
| Building Corp. | | | | <u>975,000</u> | <u>975,000</u> |
| Outstanding Indebtedness ... | | | | <u>\$ 1,066,957</u> | <u>\$ 1,066,957</u> |
| Total Outstanding Indebtedness | <u>\$2,385,435,746</u> | <u>\$46,336,083</u> | <u>\$690,337,510</u> | <u>\$327,467,056</u> | <u>\$3,449,576,395</u> |

^(a) Revenue Supported Debt represents general obligation debt of the State and indebtedness of its nonstock, nonprofit corporations issued to fund particular programs and facilities with the initial expectation that revenues and other proceeds derived from the operation of the programs and facilities will amortize the allocable debt without recourse to the General Fund.

^(b) Includes the Transportation Fund and certain administrative facilities for the Department of Natural Resources.

^(c) Includes university dormitories, food service, intercollegiate athletic facilities, certain facilities on the State Fair grounds and capital equipment acquisition.

^(d) See "STATE OBLIGATIONS; Nonstock, Nonprofit Corporations" in this part of [the Annual Report](#) for a description of the nonstock, nonprofit corporations.

Source: Wisconsin Department of Administration.

Table III-9; Debt Service Maturity Schedule: Amount Due Annually on General Obligation Bonds Issued to July 15, 1998 (Page Part III-18). Replace the table with the following:

**DEBT SERVICE MATURITY SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION BONDS
ISSUED TO JULY 15, 1998 ^(a)**

| Fiscal Year (Ending June 30) | Principal | Interest | Total Debt Service |
|---|--------------------------------------|--------------------------------------|--------------------------------------|
| 1999 ^(b) | \$ 230,534,072 | \$ 172,830,608 | \$ 403,364,680 |
| 2000..... | 234,725,911 | 162,419,593 | 397,145,504 |
| 2001..... | 231,725,311 | 152,045,889 | 383,771,200 |
| 2002..... | 227,242,754 | 140,146,286 | 367,389,040 |
| 2003..... | 219,402,654 | 128,030,861 | 347,433,515 |
| 2004..... | 203,565,674 | 116,750,239 | 320,315,913 |
| 2005..... | 198,826,494 | 105,701,516 | 304,528,010 |
| 2006..... | 194,888,101 | 94,283,047 | 289,171,148 |
| 2007..... | 191,401,611 | 84,217,450 | 275,619,061 |
| 2008..... | 186,548,601 | 74,347,645 | 260,896,246 |
| 2009..... | 183,375,539 | 64,478,370 | 247,853,909 |
| 2010..... | 166,152,097 | 55,270,145 | 221,422,242 |
| 2011..... | 150,021,795 | 47,039,340 | 197,061,135 |
| 2012..... | 123,142,278 | 39,537,923 | 162,680,201 |
| 2013..... | 104,657,479 | 33,563,136 | 138,220,615 |
| 2014..... | 84,441,973 | 28,212,507 | 112,654,480 |
| 2015..... | 72,619,374 | 23,685,418 | 96,304,792 |
| 2016..... | 54,690,119 | 19,744,835 | 74,434,954 |
| 2017..... | 51,535,274 | 16,695,550 | 68,230,824 |
| 2018..... | 36,684,325 | 13,893,125 | 50,577,450 |
| 2019..... | 20,590,000 | 11,776,284 | 32,366,284 |
| 2020..... | 20,400,000 | 10,473,904 | 30,873,904 |
| 2021..... | 19,355,000 | 9,224,485 | 28,579,485 |
| 2022..... | 23,325,000 | 7,966,836 | 31,291,836 |
| 2023..... | 22,775,000 | 6,498,739 | 29,273,739 |
| 2024..... | 23,325,000 | 5,078,481 | 28,403,481 |
| 2025..... | 18,265,000 | 3,626,806 | 21,891,806 |
| 2026..... | 14,045,000 | 2,453,536 | 16,498,536 |
| 2027..... | 16,540,000 | 1,568,238 | 18,108,238 |
| 2028..... | 8,070,000 | 647,780 | 8,717,780 |
| 2029..... | 3,130,000 | 113,463 | 3,243,463 |
| TOTALS..... | <u><u>\$3,336,001,436</u></u> | <u><u>\$1,632,322,035</u></u> | <u><u>\$4,968,323,471</u></u> |

^(a) This maturity schedule does not include interest and principal payments on outstanding general obligation commercial paper.

^(b) For the fiscal year ending June 30, 1999, the table includes debt service amounts for the period July 15, 1998 through June 30, 1999.

Source: Wisconsin Department of Administration.

Table III-10; Amortization Schedule: Amount Due Annually on General Obligation Commercial Paper Issued to July 15, 1998 (Page Part III-19). Replace the table with the following:

**AMORTIZATION SCHEDULE:
AMOUNT DUE ANNUALLY ON GENERAL OBLIGATION COMMERCIAL PAPER
ISSUED TO JULY 15, 1998 ^(a)**

| Fiscal Year (Ending June 30) | Principal |
|---|-----------------------------|
| 1999..... | \$ 5,085,000 |
| 2000..... | 5,270,000 |
| 2001..... | 5,495,000 |
| 2002..... | 5,730,000 |
| 2003..... | 5,485,000 |
| 2004..... | 5,730,000 |
| 2005..... | 6,000,000 |
| 2006..... | 6,280,000 |
| 2007..... | 6,595,000 |
| 2008..... | 4,695,000 |
| 2009..... | 4,935,000 |
| 2010..... | 5,190,000 |
| 2011..... | 5,460,000 |
| 2012..... | 5,750,000 |
| 2013..... | 6,060,000 |
| 2014..... | 6,385,000 |
| 2015..... | 6,735,000 |
| 2016..... | 7,110,000 |
| 2017..... | 7,505,000 |
| 2018..... | <u>1,945,000</u> |
| | |
| TOTALS..... | <u><u>\$113,440,000</u></u> |

^(a) The State intends to treat each issue of general obligation commercial paper as if it were a long-term bond issue by making annual payments on May 1. Each annual payment reflects a principal amortization. The Program Resolution does not permit the State to have any commercial paper outstanding for more than 10 years after its issuance date. The State also intends to make a payment on each May 1 and November 1 on all outstanding general obligation commercial paper in an amount equal to the interest accrued and accruing for that period.

Source: Wisconsin Department of Administration.

Appendix C

GLOSSARY

This Glossary includes definitions from the General Resolution and the Series Resolutions.

“Accountant” means such reputable and experienced independent certified public accountant or firm of independent certified public accountants of nationally recognized standing as may be selected by the Department and be satisfactory to the Trustee which may be the accountant or firm of accountants who regularly audit the books and accounts of the Department.

“Act” means Section 84.59 of the Statutes.

“Annual Report” means the State of Wisconsin Continuing Disclosure Annual Report, dated December 26, 1997.

“Authorized Newspaper” means either The Wall Street Journal or The Bond Buyer, or such other financial newspaper or financial journal of general circulation, printed in the English language and customarily published (except in the case of legal holidays) at least once a day for at least five days in each calendar week, in the Borough of Manhattan, City and State of New York.

“Authorized Officer” when used with reference to the Department means the Secretary or other person designated from time to time by the Secretary, and when used with reference to the Commission, means the Chairperson of the Commission or other person designated from time to time by the Chairperson of the Commission and, in the case of any act to be performed or duty to be discharged, any other member, staff, officer or employee of the foregoing Department or Commission then authorized to perform such act or discharge such duty.

“Bond” or **“Bonds”** means any bond or any other evidence of revenue obligation authorized under the General Resolution and issued pursuant to a Series Resolution.

“Bond Counsel’s Opinion” means an opinion executed by the Attorney General of Wisconsin or an attorney or firm of attorneys of nationally recognized standing in the field of law relating to municipal, state and public agency financing, selected by the State.

“Bondholder” and the term **“Holder”** or **“holder”** means the registered owner of any Outstanding Bond or Bonds, if registered to a particular person or persons, or the holder of any Outstanding Bond or Bonds in bearer form or registered as to principal only, or his duly authorized attorney in fact, representative or assigns.

“1984 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1984 Series A, issued on May 15, 1984.

“1986 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1986 Series A, issued on July 17, 1986.

“1988 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1988 Series A issued on April 12, 1988.

“1989 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1989, Series A, issued on April 19, 1989.

“1991 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1991, Series A, issued on October 3, 1991.

“1992 Series A Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1992 Series A, issued on August 20, 1992.

“1992 Series B Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1992 Series B, issued on August 20, 1992.

“1993 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1993 Series A, issued on September 29, 1993.

“1994 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1994 Series A, issued on July 13, 1994.

“1995 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1995 Series A, issued on September 28, 1995.

“1996 Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1996 Series A, issued on June 13, 1996.

“1998 Series A Bonds” means the State of Wisconsin Transportation Revenue Bonds, 1998 Series A issued on September 17, 1998.

“Capitalized Interest Account” shall mean the account established by Section 402 of the General Resolution.

“Certificate” means (i) a signed document either attesting to or acknowledging the circumstances, representations or other matters therein stated or set forth or setting forth matters to be determined pursuant to the General Resolution, or (ii) the report of an Accountant as to audit or other procedures called for by the General Resolution.

“Commercial Paper Notes” or “Notes” means the State of Wisconsin Transportation Revenue Commercial Paper Notes, 1997 Series A.

“Commission” means the State of Wisconsin Building Commission established and existing pursuant to Section 13.48 of the Statutes and any successor thereto to whom the powers and duties granted to or imposed by the General Resolution shall be given by law.

“Costs of Issuance” means all items of expense, directly or indirectly payable or reimbursable by or to the State which are related to the authorization, sale, credit support, liquidity or issuance of Bonds.

“Credit Support and Liquidity Fund” means an account established pursuant to Section 511 of the General Resolution.

“Credit Support and Liquidity Fund Requirement” means as of any date of calculation, an amount equal to the aggregate Credit Support and Liquidity Fund Requirements for each Series of Outstanding Bonds as specified with respect to each such Series in the applicable Series Resolution.

“Debt Service Requirement” means as of any particular date of calculation, the aggregate Interest Requirement and Principal Requirement for Outstanding Bonds as specified in each Series Resolution authorizing the issuance of a Series of Bonds.

“Debt Service Reserve Requirement” means, as of any particular date of computation, an amount equal to the aggregate of the amounts specified in each Series Resolution authorizing the issuance of a Series of Bonds (any of which are Outstanding on the date of computation) as the amount to be the Debt Service Reserve Requirement, provided that, with respect to any Series of Bonds, in lieu of a deposit to the Reserve Fund of an amount equal to the applicable Series Debt

Service Reserve Requirement, the State may provide for a letter of credit, municipal bond insurance policy, surety bond or other type of agreement or arrangement with an entity having, at the time of entering into such agreement or arrangement, a credit rating equal to or greater than the Bonds which provides for the availability, at the times required pursuant to the provisions of any Series Resolution, of an amount at least equal to such Series Debt Service Reserve Requirement and such method of funding shall be deemed to satisfy all provisions of the Series Resolution with respect to the Debt Service Reserve Requirement and the amount required to be on deposit in the Reserve Fund with respect to such Series of Bonds.

“Department” means the State of Wisconsin Department of Transportation established and existing pursuant to Section 15.46 of the Statutes and any successor thereto to which the powers and duties granted to or imposed by the General Resolution shall be given by law.

“Fiduciary” means the Trustee, the Registrar and any Paying Agent, or any or all of them as may be appropriate.

“Fiscal Year” means the fiscal year of the State as established from time to time.

“Fund” means one or more, as the case may be, of the funds or accounts created and established pursuant to the General Resolution.

“General Resolution” means the General Resolution as the same may from time to time be amended, modified or supplemented by a Supplemental Resolution.

“Interest Payment Dates” means any date on which is due the payment of interest on any Series of Bonds as specified in each Series Resolution authorizing the issuance of the Series of Bonds.

“Interest Requirement” means as of any particular date of calculation, the amount equal to any unpaid interest then due, plus an amount to the interest accruing or payable during the period between the date of calculation and the next Redemption Fund Deposit Day with respect to each Series of Outstanding Bonds.

“Investment Obligations” means and includes any of the following obligations to the extent the same are at the time legal for investment of funds of the State under the Act, the Revenue Obligations Act, or under other applicable law:

1. direct obligations of or obligations guaranteed by the United States of America;
2. obligations the payment of principal and interest on which, by act of Congress or in the opinion of the Attorney General of the United States in office at the time such obligations were issued, are unconditionally guaranteed by the United States of America;
3. bonds, debentures, notes, participation certificates or other similar evidences of indebtedness issued by any of the following: Federal Land Banks, Federal Home Loan Banks, Federal Intermediate Credit Banks, Banks for Cooperatives, the Federal Financing Bank, the Federal Home Loan Mortgage Corporation, Federal National Mortgage Association, Export Import Bank of the United States, Student Loan Marketing Association, Farmer’s Home Administration, Government National Mortgage Association, Small Business Administration, or any other agency or corporation which has been or may hereafter be created by or pursuant to an Act of Congress of the United States as an agency or instrumentality thereof or sponsored thereby (including but not limited to the fully guaranteed portion of an obligation partially guaranteed by any of the foregoing, if the State’s ownership of such portion is acknowledged in writing by an officer of the guaranteeing agency or instrumentality);

4. Public Housing Bonds issued by public agencies or municipalities and fully secured as to the payment of both principal and interest by a pledge of annual contributions under an annual contributions contract or contracts with the United States of America or temporary notes, preliminary loan notes or project notes issued by public agencies or municipalities, in each case, fully secured as to the payment of both principal and interest by a requisition or payment agreement with the United States of America;
5. obligations of any state within the United States or of any political subdivision of any state, provided that at the time of purchase such obligations are rated in either of the two highest rating categories by a nationally recognized bond rating agency;
6. bankers acceptances drawn on and accepted by banks (including the Trustee and Paying Agent) and certificates of deposit by banks (including the Trustee and Paying Agent), with a combined capital and surplus aggregating at least \$100,000,000 and securities of which are currently rated within the two highest rating categories assigned by a nationally recognized rating agency, or the international branches or banking subsidiaries thereof;
7. interest-bearing time deposits, or certificates of deposit of a bank (including the Trustee and Paying Agent) or trust company, continuously secured and collateralized by obligations of the type described in paragraphs (1), (2), (3) and (4) hereof, having a market value at least equal at all times to the amount of such deposit or certificate, to the extent such deposit or certificate is not insured by the Federal Deposit Insurance Corporation or the Federal Savings and Loan Insurance Corporation, or any successors thereto;
8. commercial paper given the highest rating by Standard & Poor's Corporation and Moody's Investors Service at the time of such investments;
9. investment agreements with banks or bank holding companies the senior long-term debt securities of which are rated within the two highest categories by a nationally recognized rating agency and which have a capital and surplus of at least \$100,000,000;
10. repurchase agreements, with banks or other financial institutions (including the Trustee and Paying Agent) ("Repurchaser") provided that each such repurchase agreement (a) is in a commercially reasonable form and is for a commercially reasonable period, and (b) result in transfer to the Trustee of legal and equitable title to, or the granting to the Trustee of a prior perfected security interest in, identified obligations referred to in paragraphs (1), (2), (3) and (4) above which are free and clear of any claims by third parties and are segregated in a custodial or trust account held either by the Trustee or by a third party (other than the Repurchaser) as the agency solely of, or in trust solely for the benefit of the Trustee, provided that obligations acquired pursuant to such repurchase agreements shall be valued at the lower of the then current market value of such obligations or the repurchase prices thereof set forth in the applicable repurchase agreement, such investments shall be made so as to mature on or prior to the date or dates that the Trustee anticipates that moneys therefrom be required;
11. shares of beneficial interests in an investment fund or trust substantially all of whose assets consist of those identified obligations referred to in paragraphs (1) and (2) above; and
12. any short term government fund whose assets consist of those identified obligations referred to in paragraphs (1), (2), (3), (4) and (10) above.

"Notes" or "Commercial Paper Notes" means the State of Wisconsin Transportation Revenue Commercial Paper Notes, 1997 Series A.

“Outstanding”, when used with reference to Bonds and as of any particular date, describes all Bonds that have been delivered and are expected to be delivered except (a) any Bond cancelled by the Trustee, or proven to the satisfaction of the Trustee to have been cancelled by the Registrar, at or before said date, (b) any Bond deemed to have been paid in accordance with the provisions of Section 1201 of the General Resolution, and (c) any Bond in lieu of or in substitution for which another Bond shall have been delivered pursuant to the requirements of the General Resolution or any Series Resolution.

“Paying Agent” for the payment of the principal of, Redemption Price and interest on the Bonds of a particular Series means the Treasurer or any bank or trust company designated as paying agent for the Bonds, and its successor or successors hereafter appointed in the manner provided in the General Resolution.

“Principal and Interest Account” means the account established by Section 502 of the General Resolution.

“Principal Installment” means (a) the principal amount of Outstanding Bonds which mature on a single future date, and (b) the amount of any Sinking Fund Installment required to be paid on a single future date.

“Principal Installment Dates” means any dates designated in a Series Resolution as a day a Principal Installment is to be paid.

“Principal Office”, when used with respect to a Fiduciary, means the principal, or corporate trust, or head, or principal trust office of such Fiduciary situated in the city in which such Fiduciary is described as being located.

“Principal Requirement” means, as of any particular date of calculation, the amount of money equal to any unpaid Principal Installment then due with respect to each Series of Outstanding Bonds and the amount of the next succeeding Principal Installment divided by the number of Redemption Fund Deposit Days prior to the next Principal Installment Date with respect to each Series of Outstanding Bonds.

“Program” means the State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations Program financed under the Act, the Revenue Obligations Act and the General Resolution in accordance with any other enactment of the State which may hereafter specify an extension, expansion, addition or improvement of and for said Program pursuant to the Act, the Revenue Obligations Act and the General Resolution but not financed under the provisions of any other bond resolution or indenture of trust.

“Program Account” means the account so designated by Section 402 of the General Resolution.

“Program Capital Fund” means the Fund which is established and created by Section 402 of the General Resolution and pursuant to Section 18.57 of the Revenue Obligations Act.

“Program Expense Fund” means the Fund which is established and created by Section 514 of the General Resolution.

“Program Expenses” means the reasonable and proper costs and expenses of the Department for the operation and maintenance of the Program, including, without limitation, the administrative expenses allocable to the Program and the fees and expenses of the Trustee and the Paying Agents and Registrars of the Bonds.

“Program Income” means moneys derived under Section 341.25 of the Statutes or any other moneys that the State is authorized to pledge, which is to be deposited by the Department under

Section 18.56(5) and (9)(j) of the Revenue Obligations Act in a separate and distinct fund outside of the State Treasury in an account maintained by the Trustee as the Redemption Fund and all interest earned or gain realized from the investment of amounts in said fund.

“Program Income Account” means the account established by Section 502 of the General Resolution.

“Projects” means the projects authorized under the Act and funded with proceeds of Bonds authorized by one or more Series Resolutions.

“Record Date” means with respect to any Series of Bonds, the Record Date established for such Series of Bonds under each Series Resolution pursuant to which such Series is issued (which, with respect to the 1996 Series A Bonds, means the fifteenth day of the month preceding an Interest Payment Date on the Bonds).

“Redemption Date” means the date upon which Bonds are to be called for redemption.

“Redemption Fund” means the Fund which is established and created by Section 502 of the General Resolution pursuant to Section 18.56(5) of the Revenue Obligations Act.

“Redemption Fund Deposit Day” means January 1, April 1, July 1 and October 1 of each Fiscal Year.

“Redemption Price” when used with respect to a Bond or portion thereof, means the principal amount of such Bond or portion plus the applicable premium, if any, payable upon redemption thereof in the manner contemplated in accordance with its terms pursuant to the General Resolution and to the Series Resolution.

“Registrar” means, with respect to Bonds of a particular Series, the Treasurer or any person with whom he has contracted with for the performance of any of his functions under Section 18.10(5) and (7) of the Statutes.

“Reserve Fund” means the Fund which is established and created by Section 508 of the General Resolution pursuant to Section 18.56(4) of the Revenue Obligations Act.

“Revenue Obligations Act” means Subchapter II of Chapter 18 of the Statutes.

“Secretary” means the Secretary of the Department or any other officer, board, body, commission or agency succeeding to the powers, duties and functions thereof.

“Serial Bonds” means the Bonds so designated in a Series Resolution.

“Series”, when used with respect to less than all of the Bonds, means and refers to all of the Bonds delivered on original issuance in a simultaneous transaction, regardless of variations in maturity, interest rate or other provisions, and any Bond thereafter delivered in lieu of or substitution for any of such Bonds pursuant to the General Resolution or a Series Resolution.

“Series Resolution” means any resolution adopted by the Commission pursuant to and in accordance with the terms of Article II of the General Resolution, providing for the issuance of a particular Series of Bonds.

“Sinking Fund Installment” means the amount of money unconditionally required by or pursuant to a Series Resolution to be paid toward the retirement of any particular Term Bonds prior to their respective stated maturities.

“State” means the State of Wisconsin, including the Commission, or Department, as the case may be, acting on behalf of the State pursuant to the Act or the Revenue Obligations Act, or any

body, agency or instrumentality of the State which shall hereafter succeed to the powers, duties and functions of any of the foregoing.

“**Statutes**” means the Wisconsin Statutes.

“**Subordinated Debt Service Fund**” means an account established in Section 5.1 of 1997 State of Wisconsin Building Commission Resolution 7, adopted by the Commission on April 23, 1997, pursuant to Section 714(C) of the General Resolution, and pledged to the payment of the Commercial Paper Notes.

“**Subordinated Debt Service Fund Requirement**” means, as of any date of calculation, an amount equal to the aggregate Subordinated Debt Service Fund Requirements for each Subordinated Indebtedness Series of Outstanding Bonds (or Commercial Paper Notes) as specified with respect to each such Series in the applicable Series Resolution, and as of the date of this Official Statement, is the amount specified in 1997 State of Wisconsin Building Commission Resolution 8, adopted by the Commission on April 23, 1997.

“**Subordinated Indebtedness**” means a Series of Bonds issued pursuant to Section 714 of the General Resolution, and includes the Commercial Paper Notes.

“**Supplemental Resolution**” means any resolution adopted by the Commission pursuant to and in accordance with the terms of Article VIII of the General Resolution amending or supplementing the provisions of the General Resolution as originally adopted or as amended or supplemented prior to the amending or supplementing effected by the particular Supplemental Resolution.

“**Term Bonds**” means the Bonds so designated in a Series Resolution.

“**Transportation Fund**” means the fund established in Section 25.40 of the Statutes.

“**Treasurer**” means the State Treasurer or any other officer, board, body, commission or agency succeeding to any of the powers, duties and functions thereof.

“**Trustee**” means the trustee appointed by or pursuant to Section 1101 of the General Resolution, and its successor or successors and any other corporation or association which may at any time be substituted in its place pursuant to the General Resolution.

Appendix D
FORM OF LEGAL OPINION

Quarles & Brady
411 East Wisconsin Avenue
Milwaukee, Wisconsin 53202-4497

September 17, 1998

State of Wisconsin Building Commission
101 East Wilson Street, 7th Floor
Madison, WI 53702

RE: \$130,590,000 State of Wisconsin (the "State") Transportation Revenue Bonds,
1998 Series A (the "Bonds").

We have acted as bond counsel in connection with the issuance by the State of the Bonds. We hereby certify that, as bond counsel, we have examined a certified copy of the transcript of proceedings of record of the State of Wisconsin Building Commission (the "Commission") preliminary to and in connection with the issuance of the Bonds, as well as the law and such other documents and records we deem necessary to render this opinion. We have relied upon such transcript and documents as to the matters of fact stated therein, without independent verification. We have also examined a printer's proof or sample of the Bonds and find the same to be in proper form.

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the Bonds (except to the extent, if any, stated in the Official Statement) and we express no opinion relating thereto (excepting only the matters set forth as our opinion in the Official Statement).

The Bonds have been authorized and issued pursuant to Subchapter II of Chapter 18 (the "Revenue Obligations Act") and Section 84.59 (the "Act") of the Wisconsin Statutes as now in force; the resolution of the Commission adopted June 26, 1986, entitled: "1986 State of Wisconsin Building Commission Resolution 9, State of Wisconsin Transportation Facilities and Highway Projects Revenue Obligations General Resolution" (the "General Resolution"), as amended by the resolution of the Commission adopted March 19, 1998 entitled "1998 State of Wisconsin Building Commission Resolution 9, Supplementing the General Resolution adopted on June 26, 1986 and Amending the Series Resolution adopted on January 22, 1998 (the "Amending Resolution"); and the resolution of the Commission adopted January 22, 1998 entitled: "1998 State of Wisconsin Building Commission Resolution 4 Authorizing the Issuance and Sale of Not to Exceed \$300,000,000 State of Wisconsin Transportation Revenue Bonds, 1998 Series A" (the "Series Resolution"), as amended by the Amending Resolution (hereinafter the General Resolution and the Series Resolution, as amended by the Amending Resolution, shall be referred to collectively as the "Resolutions").

The Bonds are issued on a parity with the Transportation Revenue Bonds, 1989 Series A (the "1989 Bonds"); the Transportation Revenue Bonds, 1991 Series A (the "1991 Bonds"); the Transportation Revenue Bonds, 1992 Series A and B (the "1992 Bonds"); the Transportation Revenue Bonds, 1993 Series A (the "1993 Bonds"), the Transportation Revenue Bonds, 1994 Series A (the "1994 Bonds"), the Transportation Revenue Bonds, 1995 Series A (the "1995 Bonds") and the Transportation Revenue Bonds, 1996 Series A (the "1996 Bonds") (collectively, the 1989 Bonds, the 1991 Bonds, the 1992 Bonds, the 1993 Bonds, the 1994 Bonds, the 1995

Bonds and the 1996 Bonds shall be referred to as the “Outstanding Bonds”), and are issued on a basis senior to the Transportation Revenue Commercial Paper Notes of 1997, Series A.

The Bonds are issued to pay the costs of refinancing portions of the Outstanding Bonds.

The Bonds are numbered 1 and upwards; are in the denomination of \$5,000 or any integral multiple thereof; are in fully registered form; are dated June 1, 1998; bear interest at the rates set forth below; and mature on July 1 of each year, in the years and principal amounts as follows:

| <u>Year</u> <u>(July 1)</u> | <u>Principal</u> <u>Amount</u> | <u>Interest</u> <u>Rate</u> | <u>Year</u> <u>(July 1)</u> | <u>Principal</u> <u>Amount</u> | <u>Interest</u> <u>Rate</u> |
|--------------------------------|-----------------------------------|--------------------------------|--------------------------------|-----------------------------------|--------------------------------|
| 1999 | \$1,370,000 | 3.500% | 2009 | \$ 6,625,000 | 5.50% |
| 2002 | 5,130,000 | 5.000 | 2010 | 7,345,000 | 5.500 |
| 2003 | 35,000 | 4.000 | 2011 | 14,665,000 | 5.500 |
| 2004 | 40,000 | 4.125 | 2012 | 22,580,000 | 5.500 |
| 2005 | 9,530,000 | 5.000 | 2013 | 16,915,000 | 5.500 |
| 2006 | 10,355,000 | 5.000 | 2014 | 7,915,000 | 5.500 |
| 2007 | 5,310,000 | 5.000 | 2015 | 8,360,000 | 5.500 |
| 2008 | 5,590,000 | 5.000 | 2016 | 8,825,000 | 5.500 |

(Accrued interest to be added)

Interest on the Bonds is payable semi-annually on January 1 and July 1 of each year commencing on January 1, 1998.

The Bonds are not subject to redemption prior to maturity.

Pursuant to the Revenue Obligations Act, the Act and the General Resolution, the State acting through the Commission, is authorized to issue Transportation Revenue Bonds in addition to, but on parity with the Outstanding Bonds and the Bonds.

As to questions of fact material to our opinion, we have relied on representations of the State contained in the Resolutions as well as the certified proceedings and other certifications of public officials furnished to us without undertaking to verify the same by independent investigation.

Based upon the foregoing examination and upon such legal authorities as we deemed relevant and in reliance upon the certifications received above, we are of the opinion that:

- (1) The State has valid right and lawful authority to finance State transportation facilities and major highway projects by the adoption of the Resolutions, to perform its obligations under the terms and conditions of the Resolutions, and to issue the Bonds.
- (2) The Resolutions have been duly and lawfully adopted by the Commission, are in full force and effect, and constitute valid and binding obligations of the State enforceable in accordance with their terms.
- (3) The Bonds are valid and binding revenue bonds of the State secured by a pledge in the manner and to the extent set forth in the General Resolution and are entitled to the equal benefit, protection and security of the provisions, covenants and agreements of the General Resolution on a parity with the Outstanding Bonds. The General Resolution creates the valid pledge which it purports to create of the Program Income (as defined in the General Resolution) and of monies and securities on deposit in any of the Funds (as defined in the General Resolution) established under the General Resolution, including the investments, if any thereof, subject to the application thereof to the purposes and on the conditions permitted by the General Resolution.

- (4) The Bonds have been duly and validly authorized and issued in accordance with the Constitution and statutes of the State, including the Revenue Obligations Act and the Act, as amended to the date of this Opinion, and in accordance with the Resolutions.
- (5) The Bonds do not constitute a debt or grant or loan of credit of the State, and the State shall not be generally liable thereon, nor shall the Bonds be payable out of any funds other than those provided therefor pursuant to the Resolutions and the Act. Neither the faith and credit nor the taxing power of the State or any political subdivision thereof is pledged to the payment of the principal or the interest on the Bonds.
- (6) The interest on the Bonds (including any original issue discount properly allocable to the owners thereof) is excluded for federal income tax purposes from the gross income of the owners of the Bonds. The interest on the Bonds is not an item of tax preference for purposes of the federal alternative minimum tax imposed by Section 55 of the Internal Revenue Code of 1986, as amended (the "Code") on corporations (as that term is defined for federal income tax purposes) and individuals. However, for purposes of computing the alternative minimum tax imposed on corporations, the interest on the Bonds is included in adjusted current earnings. The Code contains requirements that must be satisfied subsequent to the issuance of the Bonds in order for interest on the Bonds to be or continue to be excluded from gross income for federal income tax purposes. Failure to comply with certain of those requirements could cause the interest on the Bonds to be included in gross income retroactively to the date of issuance of the Bonds. The State has agreed to comply with all of those requirements. The opinion set forth in the first sentence of this paragraph is subject to the condition that the State comply with those requirements. We express no opinion regarding other federal tax consequences arising with respect to the Bonds.

It is to be understood that the rights of the owners of the Bonds and the enforceability of the Bonds and the Resolutions may be subject to bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights heretofore or hereafter enacted to the extent constitutionally applicable, and that their enforcement may be also subject to the exercise of judicial discretion in appropriate cases.

QUARLES & BRADY

Appendix E

OUTSTANDING BONDS REFUNDED BY 1998 SERIES A BONDS

| Series | Dated- | | Principal Amount | Serial Bond or | Partial or | Interest Rate | CUSIP | Redemption | Redemption |
|--------|---------|----------|---------------------|----------------|------------|---------------|------------|------------|------------|
| | Date | Maturity | | Sinking Fund | Complete | | | Date | Price |
| 1991-A | 10/1/91 | 7/1/2002 | \$ 5,035,000 | Serial Bond | Complete | 6.20% | 977123 DT2 | 7/1/1999 | 102% |
| 1992-A | 7/1/92 | 7/1/2005 | 4,295,000 | Serial Bond | Partial | 5.50 | 977123 EX2 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2006 | 4,880,000 | Serial Bond | Partial | 5.60 | 977123 EZ7 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2009 | 735,000 | Sinking Fund | Partial | 5.80 | 977123 FB9 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2010 | 1,110,000 | Sinking Fund | Complete | 5.75 | 977123 FG8 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2011 | 1,170,000 | Sinking Fund | Complete | 5.75 | 977123 FG8 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2012 | 1,240,000 | Sinking Fund | Complete | 5.75 | 977123 FG8 | 7/1/2002 | 100 |
| 1992-A | 7/1/92 | 7/1/2013 | 1,310,000 | Sinking Fund | Complete | 5.50 | 977123 FJ2 | 7/1/2002 | 100 |
| 1992-B | 7/1/92 | 7/1/2005 | 5,195,000 | Serial Bond | Complete | 5.50 | 977123 EY0 | 7/1/2002 | 100 |
| 1992-B | 7/1/92 | 7/1/2006 | 5,480,000 | Serial Bond | Complete | 5.60 | 977123 FA1 | 7/1/2002 | 100 |
| 1992-B | 7/1/92 | 7/1/2013 | 8,110,000 | Sinking Fund | Complete | 5.50 | 977123 FF0 | 7/1/2002 | 100 |
| 1994-A | 7/1/94 | 7/1/2007 | 5,375,000 | Serial Bond | Complete | 5.50 | 977123 GS1 | 7/1/2004 | 100 |
| 1994-A | 7/1/94 | 7/1/2008 | 5,685,000 | Serial Bond | Complete | 5.50 | 977123 GT9 | 7/1/2004 | 100 |
| 1994-A | 7/1/94 | 7/1/2009 | 6,020,000 | Serial Bond | Complete | 5.50 | 977123 GU6 | 7/1/2004 | 100 |
| 1994-A | 7/1/94 | 7/1/2010 | 6,375,000 | Serial Bond | Complete | 5.50 | 977123 GV4 | 7/1/2004 | 100 |
| 1994-A | 7/1/94 | 7/1/2011 | 6,760,000 | Serial Bond | Complete | 5.50 | 977123 GW2 | 7/1/2004 | 100 |
| 1994-A | 7/1/94 | 7/1/2012 | 7,170,000 | Serial Bond | Complete | 5.50 | 977123 GX0 | 7/1/2004 | 100 |
| 1995-A | 9/1/95 | 7/1/2012 | 7,070,000 | Serial Bond | Complete | 5.50 | 977123 HX9 | 7/1/2005 | 100 |
| 1996-A | 5/15/96 | 7/1/2011 | 6,885,000 | Serial Bond | Complete | 5.60 | 977123 JR0 | 7/1/2006 | 100 |
| 1996-A | 5/15/96 | 7/1/2012 | 7,270,000 | Serial Bond | Complete | 5.60 | 977123 JS8 | 7/1/2006 | 100 |
| 1996-A | 5/15/96 | 7/1/2013 | 7,685,000 | Serial Bond | Complete | 5.70 | 977123 JT6 | 7/1/2006 | 100 |
| 1996-A | 5/15/96 | 7/1/2014 | 8,130,000 | Serial Bond | Complete | 5.70 | 977123 JU3 | 7/1/2006 | 100 |
| 1996-A | 5/15/96 | 7/1/2015 | 8,600,000 | Serial Bond | Complete | 5.75 | 977123 JV1 | 7/1/2006 | 100 |
| 1996-A | 5/15/96 | 7/1/2016 | 9,100,000 | Serial Bond | Complete | 5.75 | 977123 JW9 | 7/1/2006 | 100 |